



BYLAWS *of the*

AMERICAN ASSOCIATION FOR ACCESS, EQUITY AND DIVERSITY

ARTICLE I GENERAL

Section 1 - Name

This organization shall be known as the American Association for Access, Equity and Diversity, hereinafter referred to as the “Association” or “AAAED,” a not-for-profit corporation organized under the laws of the Commonwealth of Virginia.

Section 2 - Purposes

- a. To provide a body that fosters the implementation of affirmative action and equal opportunity nationwide.
- b. To establish and maintain professional and ethical standards for the profession.
- c. To promote the professional growth and development of its members.
- d. To provide formal liaison with federal, state, local and international agencies involved with equal opportunity compliance in employment and education.
- e. To provide liaison with other organizations committed to the same objectives.
- f. To provide forums, informed speakers, make presentations, and develop and disseminate materials that are relevant to the

implementation of affirmative action objectives.

- g. To sponsor education and training programs.
- h. To sponsor and conduct research that will further the purposes and objectives of the Association.
- i. To do any and all things necessary to carry out the programs of the Association or incidental thereto.

Section 3 - Basis of Operation

This Association is formed and operated as a non-profit organization. No part of any net earnings and no dividends or other profits shall serve to the benefit of any member or individual. It may maintain its principal office in such place and other offices in such places as the Board of Directors may, from time to time, determine. In the absence of an established national office, the Association shall be housed with the current President.

Section 4 - Dissolution

The Association may be dissolved by two-thirds (2/3) vote of the Board of Directors existing at that time. No member shall share in or receive any funds or other assets then remaining in the possession of the Association after payment of its debts and obligations, and any such funds or other assets will be contributed to a non-profit, tax-exempt organization having the same or similar purposes and conducting the same or similar activities to be selected by the Board of Directors.

ARTICLE II MEMBERSHIP

The Association shall be an organization composed of a diverse membership which seeks members in good standing in all states and territories of the United States.

Member in Good Standing. A member in good standing is a person who supports the purposes as stated in Article 1 and is a current dues-paying member as stated in Section 1-a & b below.

Section 1 - Classification

There shall be nine membership categories:

- a. Individual Memberships:**

- **Individual Practicing Professional Member**

Individual Practicing Professional Members serve as equal opportunity, diversity, affirmative action and human resources professionals, or are actively engaged in those professions. They are interested in supporting affirmative action and diversity policies and programs. The Practicing Professional Member enjoys all of the rights and privileges of membership.

- **Individual Affiliate Member**

Individual Affiliate Members do not work as practicing equal opportunity, affirmative action, diversity or human resources professionals. They share the goals of affirmative action and support the mission of AAAED. The Individual Affiliate Member benefits from the networking and information dissemination activities of the association and is equally represented by AAAED in its advocacy efforts before federal, state and local governments. They receive association discounts in the Professional Development and Training Institute (PDTI) programs, annual conferences and regional programs. Individual Affiliate Members do not have voting privileges and may not be elected or appointed to an office.

- **International Individual Member**

International Individual Members may participate in AAAED activities with the exception of holding national offices or voting on matters of the Association. International Individual members may receive all other benefits of membership including discounts and access to the member listserv. International Individual members are interested in supporting the mission and goals of the association including EEO, affirmative action and diversity policies and programs and may or may not practice as EEO or diversity professionals. International Individual Members are defined as individuals residing outside the United States, which include the 50 states, the District of Columbia and the US territories, including Guam, the U.S. Virgin Islands and Puerto Rico.

b. Organizational Memberships:

- **Institutional, Business, Corporate, Government Member**

Small - Less than 500 employees (3 representatives)

Large - More than 500 employees (5 representatives)

Institutional, Business, Corporate or Government Membership allows academic institutions, businesses, corporations, and government agencies to support the mission and goals of the Association.

Designated representatives will have all of the rights and privileges of Association membership. Each organization will have one vote and only one member from each organization can serve as an elected or appointed officer.

- **Professional Organization/Affiliate Member** (3 representatives)

Professional Organization/Affiliate Membership is designed to include those organizations that support the mission and goals of the Association. Membership in AAAED implies a commitment to equal opportunity through affirmative action. Generally, the members of these organizations do not serve as equal opportunity, diversity or affirmative action professionals. They benefit from the networking and information dissemination activities and are equally represented by AAAED in its advocacy efforts before federal, state and local governments. They receive association discounts in the Professional Development and Training Institute (PDTI) programs, annual conferences and regional programs. Professional Organization/Affiliate Members do not have voting privileges and may not be elected or appointed to an office.

- **International Institutional Member** (2 representatives)

International Institutional Members, including Business, Higher Education or Corporate entities, may join AAAED in order to support the mission and goals of the Association. Designated representatives will have all of the rights and privileges of Association membership except for voting or holding national offices. International institutional members may designate two individuals from within the institution to receive complimentary memberships and all discounts available to domestic AAAED members. International Institutional Members are defined as corporations, institutions of higher education, government agencies and non-profit organizations residing outside the United States, which include the 50 states, the

District of Columbia, and the US territories, including Guam, the U.S. Virgin Islands and Puerto Rico.

c. Retiree Membership:

Retiree memberships are for those individuals who have been active members and are not currently working in the equal opportunity, diversity, affirmative action and human resources professions. Membership allows retirees to stay connected with the profession and continue taking advantage of all rights and privileges of membership.

d. Student Membership:

Student members are registered, full-time, undergraduate or graduate students at an educational institution. Student members should be interested in, or actively engaged in, equal opportunity, diversity, affirmative action, human resources or a related field. They enjoy all of the rights and privileges of membership with the exception of voting and being elected or appointed to an office.

e. Emeritus Member (Honorary)

Emeritus Membership is awarded to honor and recognize individuals who have made outstanding contributions to the advancement of affirmative action, access, equity, and diversity initiatives. Emeritus Members are approved by the Executive Committee of the AAAED Board. Membership dues and fees are waived. Emeritus members enjoy all rights and privileges of membership except voting and holding office.

Section 2 - Application

An institution or individual who is in accordance with the purposes of the Association may become a member of the Association by making application to the Treasurer of the Association. A membership that continues until the end of the Association's fiscal year becomes effective upon payment of the appropriate annual dues and application to the Treasurer of the Association. The Board of Directors shall resolve any question of eligibility for membership.

Section 3 - Dues

- a. Dues of the Association shall be set by the Board of Directors and confirmed by a majority vote of the membership.

- b. Dues may be divided between the Regional and National treasuries in a ratio to be determined by the Board of Directors.
- c. The membership year of the Association shall begin July 1st and end the following June 30th.

Section 4 - Meetings

- a. A meeting of members for the transaction of business of the Association to be brought before it, shall be held each year, the exact time and place to be decided upon by the Board of Directors. [L]
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- b. Special meetings of the Association may be called by the Board of Directors, the Executive Committee, or by written demand to the Secretary of the Association by at least one-fifth (1/5) of the voting members of the Association.
- c. Notice of such meetings -- whether annual or special -- of the members of the Association shall be mailed to his/her last known post office address no less than sixty (60) calendar days prior to the date of any annual meeting or thirty (30) calendar days prior to the date of any special meeting. Notice of each special meeting shall also state the purpose for which it is to be held.
- d. A quorum for the conduct of business at any regular or special meeting shall consist of no less than twenty-five (25) voting members present at the meeting. Proxy votes shall not be allowed.
- e. The President, with the advice and consent of the Board of Directors, will determine the order of business at the annual meeting.
- f. Except as otherwise provided in the Articles of Incorporation and/or the Bylaws, all matters shall be determined by a majority vote of the registered members present and voting.

Section 5 - Rules

- a. The membership may make such rules as from time to time it shall deem necessary and proper for its own government and/or for the transaction of its business except as otherwise provided by these

Bylaws.

- b. Any policy proposals for the Association must be submitted to the membership at least thirty (30) calendar days prior to the convening of the annual or special meeting. Any interim policies for the Association shall be developed by the Board of Directors and proposed to the membership for its ratification.

ARTICLE III ORGANIZATION STRUCTURE

Section 1 – Regional Officers’ Duties

The Association may create or approve the formation of such affiliate branches or regional offices as shall be deemed advisable. No such branch or regional office shall be created or approved unless such branch or regional office shall have agreed to comply with rules and regulations as shall be prescribed by the Articles of Incorporation and by the Bylaws of the Association.

a. Responsibilities of the Regional Director. The Regional Director must ensure that appropriate individuals are appointed to serve in critical roles as Chairperson/s of the committees of the Regional Leadership Council: Conference Planning Committee, Membership Committee, Nominations and Elections Committee. The Regional Director must also ensure that appropriate individuals are appointed to serve in the critical roles of State Coordinator.

The Regional Director works closely with the Regional Leadership Council to coordinate the work of the Region. This is done through scheduling and conducting conference calls and/or meetings. The Regional Director should ensure that the Region conducts an activity such as regular publication of a newsletter, hosts a conference, sponsors a workshop, or some other type of regional gathering at least once every two years. The Regional Director should maintain a listserv of regional members for the purpose of communicating with regional membership to make them aware of upcoming events.

The Regional Director is in constant communication with the national office of the American Association for Access, Equity and Diversity.

The Regional Director must prepare appropriate agendas for regional meetings that take place during national and regional conferences.

The Regional Director reviews and develops appropriate materials to be used for submission to AAAED's national web site support group to update the Region information. Additionally, as the Regional Director, individuals who visit the web site can e-mail their questions directly to you. The Regional Director is responsible for responding to these inquiries in a timely manner. If he/she is unable to answer an inquiry, the inquiry should be forwarded on to the appropriate individual and that individual asked to respond.

The Regional Director is expected to attend three meetings of the American Association for Access, Equity and Diversity's Board of Directors annually. These meetings take place in April (prior to national conference), September, and January and may be located anywhere in the United States. The Regional Director is responsible for creating and submitting a regional activity report to the AAAED national office for distribution at each of the meetings of the Board of Directors.

c. Responsibilities of the Alternate Regional Director.

The Alternate Regional Director should be prepared to assume the responsibilities of the Regional Director should he/she become unable to fulfill their term. The Alternate Regional Director may serve as the Chairperson of the Regional Conference Planning Committee.

e. Responsibilities of the Regional Secretary.

The Regional Secretary is expected to take minutes at regional meetings held during national and regional conferences, prepare minutes for review and approval of the Regional Leadership Council, and provide approved minutes to regional members during the next national or regional meeting.

f. Responsibilities of the Regional Treasurer.

A region must petition the national Board of Directors for the right to maintain a regional treasury. The Board of Directors may rescind the right to maintain a regional treasury and recapture all funds of the region. If a region has a treasury, a Regional Treasurer shall be elected by a majority vote of the members of the region in the same procedure as the Regional Director. The Regional Treasurer shall serve for a two-year term.

(1) The Regional Treasurer shall have general charge and supervision of

all books and records, and be responsible for all funds of the region. The Treasurer shall render financial statements to the Regional Director, and members of the region at official meetings of the region, or upon request of the Regional Director. The Regional Treasurer will maintain a three-signature checking account, with the Regional Director or Alternate Regional Director, national Treasurer and the Regional Treasurer being co-signatories. Two signatures shall be required on all withdrawals.

(2) The Regional Treasurer shall make periodic reports to the National Treasurer in a form and at times determined by the National Treasurer and/or Finance Committee.

(3) There shall be an annual audit of the regional treasury conducted as part of the national annual audit.

(4) The Regional Treasurer shall be bonded.

Section 2 - Regions

- a. The Association shall be divided into six (6) Regions. The states and territories which comprise each Region are:

NORTHEAST REGION:

Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Puerto Rico, and the U.S. Virgin Islands

MID-ATLANTIC REGION:

Pennsylvania, West Virginia, Virginia, Maryland, Delaware, and the District of Columbia

SOUTHEAST REGION:

Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Alabama, Mississippi, and Florida

MIDWEST REGION:

Minnesota, Wisconsin, Michigan, Ohio, Indiana, Illinois, Nebraska, Iowa, Kansas, and Missouri

SOUTHWEST AND ROCKY MOUNTAIN REGION:

New Mexico, Texas, Louisiana, Arkansas, Oklahoma, Colorado, Montana, North Dakota, South Dakota, Utah, and Wyoming

PACIFIC REGION:

California, Nevada, Arizona, Washington, Oregon, Idaho, Alaska, Hawaii, Trust Territories, American Samoa, Guam, and Marianas

- b. Each Region shall have a Director, an Alternate Director, and such other officers as maybe designated by the region. The officers shall be elected in the same manner and term as the Regional Director.

Section 3 - Regional Officers' Elections

- a. Regional Directors. Regional Directors shall be elected by a majority vote of members of the region and shall be elected in odd or even numbered years, coinciding with the number of the region. Regional Directors shall assume office at the close of the next annual conference on a rotating basis between even and odd numbered years, i.e., Directors in odd numbered regions shall assume office in even numbered years, and Directors in even numbered regions in odd numbered years. In each region the election shall take place in the year prior to the expiration of term. Each Regional Director shall be elected for a two-year term. All candidates for Regional Director must at the time of election be residents in the region in which they are running. The incumbent Regional Director shall notify regional members by mail to submit name(s) of eligible nominees for each office. The incumbent director shall certify that each designated candidate for office has been a member of the Association for at least one calendar year. The incumbent shall provide a list of certified candidates to the regional membership at least thirty (30) calendar days prior to the date established for the election of the regional conference. Write-ins are permitted. The election of Regional officers shall be conducted by mail or electronic ballot as soon as practicable, but no later than December 31 of the appropriate even or odd year.
- b. An Alternate Regional Director, Secretary and Treasurer shall be elected from each region by the membership of that region, utilizing the same process used for electing the Regional Director.

In the event the Regional Director vacates that office, the alternate shall assume the position of Regional Director for the balance of the term of office so vacated.

- c. If both Regional Director and Alternate Regional Director vacate office, the national President shall, in consultation with the members of the

region, designate an interim Director, subject to approval of the Board of Directors, to serve until the next regular election has been held and the successor(s) duly elected and qualified.

Section 4 - State Coordinators

- a. State Coordinators will be appointed by the Regional Director or elected by members in the state and shall be responsible for coordinating and conducting the business of the region at the state level.
- b. State Coordinators are responsible for keeping close communications with the Regional Directors and informing members in their respective states of pertinent Association developments.

Section 5 - Regional Councils

The State Coordinators within the boundaries of a region shall constitute a Regional Council, whose function shall be to advise and assist the Regional Director and the Regional Officers in coordinating activities, serving the membership, and carrying out the Association's programs and activities within the region. The Council shall be encouraged to meet from time to time as determined by the Council and/or the Regional Director.

Section 6 – Advisory Council

The President may establish and appointment individuals to serve on an Advisory Council to the Board of Directors. Members of the Advisory Council may be corporate leaders. Individuals appointed to the Advisory Council should be dedicated to the mission and values of the American Association for Access, Equity and Diversity. Advisory Council members shall serve a two-year term. The Board of Directors shall meet annually with the Advisory Council.

Section 7 - Revocation

The Board of Directors of the Association may, by two-thirds (2/3) vote of the full Board, revoke or dissolve affiliation with any chapter or regional office if, in the judgment of the Board, such affiliated organization does not comply with the rules and regulations of the Association, or carries on activities

inconsistent with the purposes of the Association or in violation of its Bylaws. Such revocation or dissolution may be carried out only for good and sufficient reason and only after the affiliated organization has been given notice of revocation and afforded a hearing before the annual or a special meeting of the Association Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Management

- a. The property and affairs of the Association shall be managed and conducted by its Board of Directors, the members of which shall serve as such without compensation; provided, however, that members of the Board of Directors may be reimbursed for reasonable expenses incurred in transacting the business of the Association.
- b. The Board of Directors, by a majority vote, may employ or retain a management firm and/or appropriate support staff to manage and administer the day-to-day affairs of the Association.

Section 2 - Number and Qualifications

- a. The number of persons serving on the Board of Directors shall consist of the elected Officers, the Regional Directors, the at-large Directors, the immediate Past President and the Chairs of the standing committees. To be qualified to serve, members of the Board of Directors shall be of the age of majority in the state of incorporation and shall be members in good standing within the Association.
- b. Directors shall be selected from representatives of the voting members of the Association as follows:
 - (1) One (1) Director from each of the nine (9) regions identified in Article III, Section 1, and shall be elected by the membership of the respective region.
 - (2) At the first meeting of the Board of Directors following the annual meeting, up to three (3) Directors-at-large shall be nominated by the President and approved by the Board of Directors to achieve diverse representation and breadth of experience. Directors-at-large shall serve a term concurrent with that of the President.

Section 3 - Limitation of Terms

No officer or director may serve more than two (2) full consecutive terms in the same office.

Section 4 - Annual Meeting of the Current Board and New Board of Directors

The Board of Directors shall hold a meeting for the purposes of organization and transaction of business, either prior to or immediately following and at the same place as the annual meeting of the Association.

Section 5 - Regular Meetings of the Board of Directors

The Board of Directors shall meet a minimum of two (2) times a year at a place designated by the President after having sought advice of the Board of Directors. Notice of each regular meeting shall be mailed to each Director at his/her last known post office address at least thirty (30) calendar days prior to the meeting, or notification may be given by telephone, electronic means or in person at least twenty-two (22) calendar days prior to the meeting.

Section 6 - Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by written request of any seven (7) members of the Board to the Secretary. Notice of each special meeting shall be mailed to each Director at his/her last known post office address at least twenty-two (22) calendar days prior to the meeting or may be given by telephone, electronic means or in person at least ten (10) calendar days prior to the meeting. Such notice shall specify the purpose(s) for which the meeting is called.

Section 7 - Quorum and Voting

A quorum for the conduct of business at any annual, regular or special meeting of the Board of Directors shall consist of a majority of the members of the Board.

All matters before the Directors shall be decided by a majority vote of the total number of Directors qualified to vote. Any action that requires a vote of the Board of Directors must be forwarded to all members of the Board and shall be typed thereon. Voting may occur by hard copy or electronically. A quorum must respond. A tally of such ballots shall be recorded in the minutes of the next meeting of the Board.

Section 8 - Removal of Director

Any Director may be removed for cause by a two-thirds (2/3) vote of the

Board of Directors after it has been determined that he/she has acted in a manner detrimental to the best interests of the Association, has been given due notice of the intended action, and has been afforded an opportunity for a hearing before the Board of Directors. In the event the Director is a Regional Director, this same action also removes him/her from that office.

Section 9 - Rules

The Board of Directors may make such rules as from time to time it shall deem necessary and proper for its own governance and/or for the transaction of its business except as otherwise provided by the Articles of Incorporation or these Bylaws.

Section 10 – Attendance

This section of the bylaws was developed with the recognition that Board membership is voluntary and that individual members contribute their time and energy in different ways. However, because Board and Executive Committee meetings are the only forum during which the Board can discuss and vote on major organization policies and decisions, attendance at these meetings carries a special importance. Thus, it is required that elected and appointed Board Members attend (in-person or virtually) all regularly scheduled Board Meetings, and to the extent applicable, Executive Committee Meetings (“Meetings”) in order to effectively conduct AAAED business.

At a minimum, it is expected that a Board Member attend the voting portion(s) of each Meeting. Should a Board Member be unable to attend a Meeting, said Board Member shall notify the President in advance of the Meeting of his/her inability to attend and provide an explanation for his/her absence. If a Board Member anticipates an extended absence from Meetings, it is the responsibility of the Board Member to make the Board President aware of the circumstance so that the Board may plan for and manage the work assigned to that Board Member.

Absences will be recorded by the Board Secretary in the minutes of the meeting. Additionally, the Board Secretary will provide this information to the President in a timely and periodic manner. The President shall discuss all absences from a Meeting at the next regularly scheduled Board Meeting, along with his/her recommendation as to any necessary action to address such absences. After such discussion, the Board may move to remove the member in accordance with Article 4, Section 8 or Article 5, Section 10 of these bylaws.

Section 11 - Conflicting Interest Transactions

Directors, officers, committee members and the Executive Director are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a Director and those of AAAED. A conflict of interest exists when the loyalties or actions of a director, officer, or the Executive Director are divided between the interests of AAAED and the interest of the director, officer, committee member or the Executive Director. Both the fact and the appearance of a conflict of interest should be avoided.

It is essential that all Directors adhere to this policy in order to protect the reputation and integrity of the Association. Failure to adhere to this policy could result in a real or apparent conflict or duality of interest, including but not exclusively personal financial gain, if Members have significant relationships with not-for-profit or for-profit organizations/commercial enterprises (hereinafter collectively referred to as "Organizations") whose products, services, or businesses are related to the goals of the Association.

Disclosure.

Any conflicting interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

Definitions. For purposes of this Article:

- a. "Conflicting interest" means the interest a Director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:
 - (1) The Director knows at the time the corporation takes action that the Director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director's judgment if the Director were called upon to vote on the transaction; or
 - (2) The transaction is brought before the Board for action, and the Director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial or non-financial interest in or so closely linked to the transaction that a reasonable person would expect the

interest to influence the Director's judgment if the Director were called upon to vote on the transaction:

- (A) An entity of which the Director is a Director, general partner, committee member, agent or employee;
- (B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or
- (C) An individual who is a general partner, principal, or employer of the Director.

b. "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a Director of the corporation has a conflicting interest.

c. "Qualified Director" means any Director who does not have either:

- (1) A conflicting interest respecting the transaction; or
- (2) A familial, financial, professional, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director's judgment when voting on the transaction.

d. "Related person" of a Director means:

- (1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the Director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
- (2) A trust, estate, incompetent, conservatee, or minor of which the Director is a fiduciary.

e. "Required disclosure" means disclosure by the Director who has a conflicting interest of:

- (1) The existence and nature of the Director's conflicting interest; and
- (2) All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

ARTICLE V OFFICERS

Section 1 - Officers

The Officers of the Association shall be Past President, President, First Vice President, Second Vice President, Secretary and Treasurer.

The terms of office will be as follows: Past President (1 year), President (2 years), First Vice President (2 years), Second Vice President (2 years), Secretary (2 years), and Treasurer (2 years).

Section 2 - Elections

The Officers of the Association shall be elected by secret ballot. Nominations, both from the Nominating and Elections Committee and from the floor shall be received at the annual conference in odd numbered years. Nominated persons may be allowed to make appropriate speeches to conference participants. Ballots shall be forwarded to the membership not more than ninety (90) calendar days or less than sixty (60) calendar days following that conference. All members in good standing as of June 30 of the election year shall be eligible to vote.

The Nominating and Elections Committee shall conduct the election. The results of the elections shall be sent to all members of the Board upon completion of the tally. Following the elections and not later than January 31, all announcements of successful candidates (which includes electronic means) shall be included in the first general mailing to the membership in even numbered years. New officers shall take oath of office at the annual meeting and shall assume office on July 1. Immediately following the annual election, new officers are to work with current officers in order to facilitate a smooth transitional process.

Section 3 - Eligibility for Office

To be eligible for office, candidates shall have been a member of the Association for not less than one calendar year prior to the date of the annual meeting of the membership in which their name is submitted for nomination.

Section 4 - President

The President of the Association shall preside over all meetings of the membership, the Board of Directors, and the Executive Committee. The President shall prepare the agenda for all meetings of the Board of Directors

and the Executive Committee. The President shall also serve as the primary spokesperson and representative of the Association. The President shall perform such other duties as the Board of Directors may direct.

Section 5 – First Vice President

The First Vice President shall assist the President as requested. In the event of the President's absence due to death, resignation, or removal from office, the First Vice President shall assume the office of the President and serve the unexpired term of that President. The First Vice President shall preside at meetings in the absence of the President. The First Vice President's primary function is to serve as the main liaison between the Officers of the Association, the Regional Directors, the Association's Standing Committees, and to be AAAED's representative on the LEAD Fund Board of Directors.

Section 6 - Second Vice President

The Second Vice President shall assist the President as requested. In the event of the absence, death, resignation, or removal of the President and First Vice President, the Second Vice President shall assume the office of the President and serve the unexpired term of that President. The Second Vice President shall preside at meetings in the absence of the President and First Vice President. The Second Vice President's primary function is to serve as the main liaison between the Officers and the Association's conference planning activities, including the annual conference committee, as well as any external entities involved with AAAED conference planning.

Section 7 – Past President

The Past President shall assist the President as requested. The primary functions of the Past President are to ensure an organized transition of power to the incoming President and to serve as an advisor to the President and the Board of Directors.

Section 8 - Secretary

The Secretary shall be responsible for seeing that all minutes of all meetings of the members, Board of Directors, and Executive Committee are recorded and distributed to all the appropriate groups and individuals. The Secretary shall see that an annual Association report is prepared for the membership. The Secretary shall be responsible for seeing that a record of all votes taken is kept and shall be responsible for maintenance of other such records and performing such duties as may be assigned by the President or Board of Directors. The Secretary's duties may be assigned, in part, to a Secretariat

upon a majority vote of the Board of Directors.

Section 9 - Treasurer

The Treasurer shall have charge and supervision of all books and records of the accounts of the Association and shall have charge of and be responsible for all funds and securities of the Association. The Treasurer shall render financial statements to the Board of Directors at each of its regularly scheduled meetings and upon request of the Board. The Treasurer shall be responsible for maintaining an active file of membership. The office of the Treasurer shall have the usual power to give receipts and releases on behalf of the Association for cash, securities or other property delivered to it. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors. The Treasurer shall be bonded. The Treasurer's duties may be assigned, in part, to a Secretariat upon a majority vote of the Board of Directors. The Treasurer shall serve as an ex-officio member of the Finance Committee. The Treasurer shall have the authority to request and collect financial related information from regions.

Section 10 – Removal

Any officer elected or appointed by the members or by the Board of Directors shall be subject to removal for cause by a two-thirds (2/3) vote of the Directors then in office or by a majority vote of the members at a special meeting of the members of the Association called for that purpose. In case of the absence of an officer from the meetings of either the Board or the membership, the Board of Directors may, without removal, delegate the powers and duties of such office to any other officer or suitable member selected by the Board of Directors for a period of time determined by the Board consistent with the provisions of these Bylaws.

Section 11 - Vacancy

Vacancies occurring in the offices of the First Vice President, Second Vice President, Secretary or Treasurer may be filled by appointment by the

President with the approval of the Board of Directors for the remainder of the unexpired term. Vacancies occurring in the Board of Directors, other than Officers and Regional Directors, may be filled by appointment for the remainder of the unexpired term by the President with the approval of the Board of Directors.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1 - Membership

The Officers of the Association shall constitute the Executive Committee.

Section 2 - Powers

The Executive Committee shall, between meetings of the Board of Directors, have all the powers and duties of the Board of Directors that may be lawfully delegated.

Section 3 - Meetings

The Executive Committee shall meet at the request of the President, or any two (2) members of the Committee. Each Executive Committee member shall be given at least ten (10) calendar days' notice of a scheduled meeting by mail, telephone, electronic means, or in person.

Section 4 - Quorum and Voting

A quorum for the conduct of the business of the Executive Committee shall consist of not less than four (4) officers. All matters before the Executive Committee shall be decided by a majority of the total number of members of the Committee.

Section 5 - Rules

The Executive Committee may make such rules as from time to time it shall deem necessary and proper for the governance and/or transaction of the business of the Board of Directors except as otherwise provided by these Bylaws or by resolution of the Board of Directors. The Executive Committee shall keep regular minutes of its meetings, which shall be sent after each meeting to all members of the Board of Directors.

ARTICLE VII - STANDING COMMITTEES

Section 1 - Appointment of Committees

Chairpersons of all standing committees shall be appointed by the President with the approval of a majority vote by the Board of Directors. All committee chairpersons -- appointed -- shall be full voting members of the Board of Directors. The chairpersons shall have been members in good standing of the Association for at least one year prior to appointment. With the exception of the Nominating and Elections Committee, all other committees shall consist of the committee chair and at least two other individuals who are members in good standing of the Association.

Section 2 - Committee Procedures and Reports

- a. The President shall serve as ex-officio member of all standing committees except the Nominating and Elections Committee.
- b. Each committee shall submit a report on its year's activities to the membership at the annual meeting. Each committee shall be responsible for establishing operational procedures appropriate to its function and shall be responsible for informing the Board of Directors of these procedures.
- c. The committee chair shall designate all other members of the committee and shall keep the Association Secretary informed of their names and addresses. A budget for each committee shall be approved by the Board of Directors. To the extent practicable, committee membership shall be broadly representative by region and by constituency. In order to vote, committee members shall be Association members in good standing.

Section 3 - Nominating and Elections Committee

- a. The Nominating and Elections Committee will be responsible for the development, notification and implementation of election procedures. The committee shall conduct the election of national officers. The chairperson of the Nominating and Elections Committee and four (4) additional persons to serve as members of the committee shall be elected by the membership. No two (2) members of the committee shall be from the same region.
- b. The Nominating and Elections Committee shall recruit candidates for national offices, establish and verify the qualifications of candidates for national offices, and transmit this information to the general membership. The Committee shall certify that each designated candidate for national office has been a member of the Association for at least one calendar year.
- c. The Nominating and Elections Committee shall provide a list of certified candidates to the general membership at least thirty (30) calendar days prior to the election. Nothing contained herein shall preclude the election of write-in candidates. No person serving on the Nominating and Elections Committee shall be nominated by that committee to run for office.

Section 4 – Bylaws and Resolutions Committee

The Bylaws and Resolutions Committee shall review the Bylaws of the Association and recommend necessary changes to the Board of Directors not less than sixty (60) calendar days prior to the annual conference and to the membership not less than thirty (30) calendar days prior to the annual conference. Any changes in the Bylaws recommended by the Committee must be approved by a majority vote of the Board of Directors before submission to the membership for ratification.

- a. The Bylaws and Resolution Committee shall receive resolutions from members. The Committee shall meet prior to the annual meeting to review and clarify proposed resolutions and to combine, if necessary, any similar resolutions. All resulting proposed resolutions submitted to the Committee shall be presented in writing no later than the morning of the annual meeting to the members attending the annual conference with the Committee's recommendation for action. Resolutions not previously submitted to the Committee may be introduced from the floor by consent of two-thirds (2/3) of the members present and voting at the annual meeting.
- b. The Committee shall compile and maintain a cumulative register containing titles and principal subjects of all resolutions that have been adopted by the Association, including a record of action taken with regard to each.
- c. The Committee shall also maintain a roster of active resolutions, and review existing resolutions to consider their applicability and recommend their continuation or deletion from the active roster of resolutions.

Section 5 - Finance Committee

The Finance Committee shall prepare the annual budget, review and recommend fiscal policies for the Association, and monitor all fiscal matters pertinent to the Association's activities. The Treasurer shall serve as an ex-officio member of the Finance Committee.

Section 6 - Legislative Committee

The Legislative Committee shall be responsible for monitoring federal, state and local legislation, rules and regulations as they pertain to EEO/AA

concerns, and initiating research and developing appropriate and timely position statements informing the membership and Board of Directors of pending legislative and governmental action.

Section 7 - Public Information Committee

The Public Information Committee shall be responsible for the preparation and distribution of the Association's newsletter. The Committee is also responsible for the dissemination of information regarding the Association to members and non-members, particularly students and various media.

Section 8 - Membership Committee

The Membership Committee shall consist of a chairperson and a diverse group of members (e.g. geographic, public/private sectors, gender, etc.).

The Committee shall coordinate implementation of the annual membership renewal process with the Executive Director. This process will verify that only members in good standing are afforded the benefits and privileges of membership. It will include a review and update of the membership roster and verification of eligibility to serve in any elected or appointed capacity.

The Committee shall prepare membership campaign materials and proposals for an annual membership drive to be conducted in each region.

A report of the activities of the Membership Committee, including budget requests, shall be forwarded to the President who shall report such to the Board of Directors. A budget for the Membership Committee shall be approved by the Board of Directors in advance of each membership drive.

Section 9 - Personnel Committee

The Personnel Committee shall consist of at least three (3) members of the Board. The Personnel Committee shall be responsible for the development and implementation of personnel policies and procedures for all employees of the Association and/or other professionals retained to provide services to the Association. Affirmative Action and Equal Employment Opportunity laws, regulations and principles shall be incorporated into all aspects of the policies and procedures. The Committee shall make recommendations to the Board for final approval of all hiring, termination, salaries and other matters affecting conditions of employment or retention of service provided by contract. The Committee shall establish evaluation procedures as well as formal grievance procedures and shall serve as the grievance committee for all employees of the Association.

Section 10 – Professional Development and Training Committee

The Professional Development and Training Committee shall be responsible for oversight, management and direction for the AAAED Training Institute established to provide a specialized training program to qualify professionals entering or presently in the field of affirmative action/equal opportunity programs. The Professional Development and Training Committee shall also recommend other training and professional development activities to the Board of Directors on an on-going basis.

Section 11 – Conference Committee

The chair of the annual conference will be a member of the Board of Directors for the year preceding the annual conference.

Section 12. Development and Sponsorship Committee

Responsibilities.

The Development and Sponsorship Committee shall be responsible for leading the development and fundraising efforts at AAAED. In so doing, the Committee shall have the opportunity to build the fundraising capacity and resources of the organization, including the national conference and association programs. The Committee shall also serve as the liaison to the Fund for Leadership, Equity, Access and Diversity (LEAD Fund), as one of the primary responsibilities of the LEAD Fund is to seek resources for the Fund's research and education activities. The activities of the Fund are intended to complement the work of AAAED.

- a. Develop and execute AAAED's annual fundraising plan
- b. Secure financial support from individuals, foundations and corporations for the national conference, professional development program and other programs and activities of AAAED
- c. Manage the implementation of the development plan and oversee staff responsible for gift processing
- d. Develop and maintain ongoing relationships with major donors
- e. Create and execute a strategy for a large sustained base of annual individual donors

- f. Oversee organization of special events
- g. Develop and track proposals and reports for all foundation and corporate fundraising
- h. Work with the Fund for Leadership, Equity, Access and Diversity (LEAD Fund) regarding mutual development efforts
- i. Submit an annual report to the Board on development and fundraising activities
- j. Serve as the Liaison to the Fund for Leadership, Equity, Access and Diversity (LEAD Fund)

Section 13. Online Presence and Technical Advisor

The Online Presence and Technical Advisor serves in an advisory role to the AAAED Executive Board on matters related to online presence and website management. Specifically, the Online Presence and Technical Advisor provides experientially derived advice and leadership on:

- a. Website projects and strategies aimed at improving the online reach of the association and the user experience for those accessing AAAED sites and resources
- b. Comparative technical reviews of web-based platforms in terms of features, accessibility, cost, and utility in meeting AAAED communication and marketing goals
- c. Best practices for establishing and sustaining a meaningful presence on existing and emerging social media sites, “apps”, and other web-facilitated communication platforms
- d. Website content that serves the educational and developmental interests of the membership

Section 14 - Special Committees

- a. Task-oriented special committees may be established from time to time as the President and Board of Directors may deem appropriate.

Such committees shall be specifically charged, and shall automatically be dissolved upon completion of their tasks.

- b. The President with the approval of a majority vote by the Board of Directors, shall appoint the chairperson of all other committees as deemed necessary by the Association. The President shall be ex-officio member of all such committees unless the Board of Directors directs otherwise.

Section 15 - General Provisions Applicable to Standing and Special Committees

No standing committee shall have the power to bind the Association except when specifically authorized by the Board of Directors.

A quorum shall consist of a majority of the members of the committee. In the event a majority of the full committee membership does not concur on an issue, that issue may, at the request of any one member of the committee, be submitted to the full committee in written form for a vote.

Each committee shall have the power to adopt its own rules of procedure unless otherwise provided for in the Bylaws or by resolution of the Board of Directors or the Executive Committee.

ARTICLE VIII - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of the Association shall begin on the first day of July in each year and end the following thirtieth day of June.

Section 2 - Checks and Financial Drafts

All Association checks, drafts or orders for the payment of money shall be co-signed by the Treasurer and/or President and other person(s) as the Board of Directors shall have specified by resolution and unless specified otherwise by the Board of Directors.

Section 3 - Audit of Accounts

An audit of all receipts and disbursements of the organization will be conducted annually as directed by the Board of Directors.

Section 4 - Parliamentary Procedure

All meetings of the Association shall be governed by parliamentary law in accordance with Robert's Rules of Order.

Section 5 - Waiver and Consent

Appropriate notice of any meeting of the Board of Directors, the Executive Committee or any other duly constituted committee shall be deemed to have been given to any director, officer or member of such committee who attends the meeting except for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, or who waives notice by written communication either before or after such meeting. Such written waivers shall be recorded as part of the minutes and proceedings of the meeting.

Section 6 - Action by Unanimous Consent

Any action required or permitted to be taken at any meeting of the Board of Directors, the Executive Committee or any duly constituted committee may be taken without a meeting by the written consent of all the directors, officers, or members of such committee, setting forth the action taken and signed by each member of the Board of Directors, Executive Committee or other committee concerned.

Section 7 - Position on Discrimination

The American Association for Access, Equity and Diversity has affirmed its opposition to policies and practices which deprive any individual of a right or privilege because of race, ethnicity, sex, color, creed, religion, age, national origin, citizenship status, disability, veteran's status, genetic information, sexual orientation, gender identity or gender expression.

Section 8 - Amendments

- a. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the membership.
- b. Amendments may be initiated by a Region, the Board of Directors, or the Bylaws and Resolutions Committee. Proposed amendments shall be first submitted to the Bylaws and Resolutions Committee which shall perfect the language, reconcile overlapping items, ensure such changes are not in violation of the Association Charter or of law, and forward the proposed changes to the Board of Directors not less than sixty (60) calendar days prior to the annual meeting. The Board of Directors shall submit those changes endorsed by a majority of the Board to the

membership not less than thirty (30) calendar days in advance of the annual meeting.

- c. At the annual meeting, the Bylaws and Resolutions Committee shall report all proposed Bylaws changes to the general membership assembly with the Committee's recommendation for action. Amendments shall be adopted by two-thirds (2/3) affirmative vote of those eligible members present and voting, a quorum being present.
- d. Proposed amendments not previously submitted to the Committee, or which did not receive endorsement of the Board of Directors, may, upon consent of three-fourths (3/4) of those members voting, be introduced from the floor at the annual meeting. Prior to a vote by the assembly, any such proposal must be submitted in writing to the Bylaws and Resolutions Committee, which shall make an expeditious review and report its recommendation to the assembly.
- e. Bylaws amendments adopted at any annual meeting shall become effective at the close of such meeting, unless otherwise provided. It shall be the responsibility of the Board of Directors to implement such Bylaws changes.

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