

Proposed Bylaw Change #1

Article V: Meetings

Section 1: Annual Meeting

The Board will call the Annual Meeting of the Association and will set the precise date and location of that meeting. The Board will have the authority to advance, postpone, or, in case of an emergency, cancel an Annual Meeting; in such a case, the time between two consecutive meetings of the Association will be counted as one year of administration. Official notification of the Annual Meeting will occur at least thirty days and no more than fifty days prior to the Business Session of the Annual Meeting through established methodologies used to communicate with members. The Board will approve the budget for the Annual Meeting.

Section 2: Business Session

Unless otherwise specified in the Bylaws, Association business will be conducted at the Business Session of the Annual Meeting by the voting members present **and voting members who are attending the Business Session virtually**. A quorum at the Business Session will be two hundred voting members. Official business to be conducted at the Business Session will include but not be limited to the following:

- a. approval of minutes and reports from Directors and committees, with such action as may be appropriate, including adoption of the budget and resolutions; and
- b. action on any proposed amendments to the Bylaws or Articles of Incorporation. If there is not a quorum present at the Business Session, the proposed budget will be considered adopted. If the budget is defeated when a quorum is present, the most recently adopted budget will be continued in effect. The adoption of any proposed amendment to the Bylaws or Articles of Incorporation will require a two-thirds majority of the votes cast if notice was given to the voting members at least thirty days in advance or a four-fifths majority if less or no advance notice was given. Except for amendments to the Bylaws and Articles of Incorporation, decisions will be made by majority vote of those present and voting.

Proposed Bylaw Change #2

Article II: Membership and Fees

Section 1: Voting Membership

- a. Eligibility for Voting Membership: Collegiate-level degree-granting institutions of higher education will be eligible for institutional membership if they are approved by the U.S. Department of Education or, for non-U.S. institutions, recognized by their ministry of education or equivalent governing body of their country. In addition, college and university system offices are eligible for institutional membership. Eligibility of other institutions of higher education will be determined by the Board of Directors (hereafter referred to as the Board) of the Association. Eligible institutions will be entitled to membership upon remittance of appropriate dues as approved by the membership and submission of the appropriate documents.
- a. ~~Designation Definition of of Voting Members by Institutional Members: Institutional members will designate one or more individuals as voting members as specified in the Association's dues structure.~~ **Any employee listed on the roster of a member institution that is current on their dues is considered a voting member.** Voting members will conduct Association affairs through voting, holding elective office, and participating in other ways.
- b. **Dues Structure: The Board, through a Board resolution shall determine the membership structure by which to access institutional dues.**
- c. **Dues Increases:** The Board, through a Board resolution, may approve a membership dues increase of no greater rate than the previous twelve-month period's Consumer Price Index, for All Urban Consumers (CPI-U), rounded to the nearest dollar. The Board, through a Board resolution, may recommend a membership dues increase that exceeds the previous twelve-month period's CPI-U for approval by the membership at the Business Session of the Annual Meeting, said recommendation to be provided in writing at least thirty days prior to the Business Session.

Proposed Bylaw Change #3

Article III: Board of Directors

Section 2: Duties of the Board

Collectively, the Board represents the Association's membership and has responsibility for managing all Association business.

Duties of the Board include but are not limited to the following.

- a. Establish strategic direction for the Association, including
 1. reviewing and articulating the mission, vision, and values;
 2. developing goals and strategies for fulfilling the mission and achieving the vision;
 3. ensuring that operational plans and budgets support the strategic direction; and
 4. monitoring progress toward strategic goals
- b. Ensure resources for the Association, including
 1. employing an Executive Director;
 2. promoting member involvement in programs and activities;
 3. cultivating leadership potential;
 4. providing adequate financial resources;
 5. protecting assets;
 6. proposing an annual budget to the membership; and
 7. monitoring and strengthening public standing
- c. Oversee the Association's performance, including
 1. stewarding finances;
 2. **reviewing and approving the annual budget;**
 - ~~32.~~ managing risk;
 - ~~43.~~ ensuring legal and ethical integrity;
 54. maintaining accountability;
 65. monitoring and evaluating programs;
 76. supporting and evaluating the work of the Executive Director; and
 87. establishing and enforcing policies and procedures

Article V: Meetings

Section 2: Business Session

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- a. approval of minutes and reports from Directors and committees, with such action as may be appropriate, including ~~adoption of the budget and~~ resolutions; and

b. action on any proposed amendments to the Bylaws or Articles of Incorporation.

~~If there is not a quorum present at the Business Session, the proposed budget will be considered adopted. If the budget is defeated when a quorum is present, the most recently adopted budget will be continued in effect.~~ The adoption of any proposed amendment to the Bylaws or Articles of Incorporation will require a two-thirds majority of the votes cast if notice was given to the voting members at least thirty days in advance or a four-fifths majority if less or no advance notice was given. Except for amendments to the Bylaws and Articles of Incorporation, decisions will be made by majority vote of those present and voting.