

Board of Directors Meeting #8

August 5, 1999

Conference Call

Participating:

Bill Haid, Paul Anderson, Tom Bilger, Johnny Johnson, Louise Lonabocker, Valerie Mead, Gene Schuster, Heather Smith, Paul Taylor

Staff Attending:

Jim Caputo (financial consultant), Jacque Gourley, Satomi Matsumae, Barmak Nassirian, Jerry Sullivan, Dana Walker

1) Declaration of Quorum and Full Attendance of Board:

Haid called the roll, determined that all Board members were present and declared a quorum present for business noted the meeting was planned as during the Board meeting and formally announced on June 17. A reminder was provided on July 29 via e-mail.

2) Agenda and Introductions:

Haid presented the agenda, and asked for any adjustments. Sullivan introduced Dana Walker, AACRAO's new Membership Manager. The Board thanked Satomi Matsumae for her work and wished her success at Harvard.

3) Incorporation:

Sullivan reviewed the resolution on incorporation as distributed to the Board via e-mail on August 2 and August 5. He suggested that an official copy of the motion could be signed at the October meeting, but that a vote during this meeting was sufficient to move forward. The "Resolution" document consists of nine clauses. Recognition of the steps taken thus far, provision for election of officers, empowering the Executive Director to act on behalf of the Board, authorizing the transfer of assets and re-establishment of the ability to use those assets as previously handled under the old organization. Sullivan explained that the bylaws must be in compliance with DC corporation law and should be adopted at the earliest opportunity. Until new bylaws are adopted, AACRAO would operate as much like before using its old bylaws as a guide, but officially the law of non-profit incorporation in the District of Columbia would govern AACRAO operations until new bylaws are adopted.

The Board agreed to minor changes, noted by Sullivan, to: The Organizational Meeting Resolution of the Board of Directors of AACRAO:

- That the second version's title "Organizational Meeting Resolutions of the Board of Directors of AACRAO" is more accurate than the previous title "Organizational Meeting Consent..."

- That the introductory paragraph should read: "The below noted Directors of the American Association of Collegiate Registrars and Admissions Officers ('AACRAO'), a District of Columbia nonprofit corporation, do hereby adopt, pursuant to the District of Columbia Nonprofit Corporation Act, the following resolution:"
- And that under Section 3) Officers, "the following persons" should be plural. Valerie Mead edited her title to read "Registrar", and Johnny Johnson edited his title to read "Director of International Student Programs."

1999.8.1 - M/S/P: To accept the resolution as adjusted entitled "The Organizational Meeting Resolution of the Board of Directors of AACRAO." [Bilger/Lonabocker. 9/0] See Appendix A.

4) Task Force on Incorporation Bylaws:

Haid reported that he had personally talked with about 30 AACRAO members regarding possible service on an 8-12 member Incorporation Bylaws Task Force to handle drafting bylaws that would both meet legal obligations and continue AACRAO's operational traditions. He added that members would be invited to nominate other members or themselves and that Board members should indicate their interest in taking part. The e-mail blast to members as well as an article in the August *Data Dispenser* carry an August 20 deadline for notifying Haid of interest in serving. The Task Force will do advance work and then meet September 24-27 in Washington, DC, in conjunction with the FERPA Symposium for AACC/AACRAO.

5) Planning calendar:

Haid apprised the Board of upcoming meeting schedule.

- October 15-18, 1999 in Washington, DC (formerly for Administrative Committee only)
- December 9-12, 1999 (location to be determined)
- February 18-22, 2000 in Washington, DC for Leadership Conference and a meeting

A **State/Regional officers meeting** was discussed as being held either in conjunction with the February Leadership Conference or separately. Sullivan suggested that some separation may serve States/Regional interests better since AACRAO could provide specialized information like government relations and incorporation. Haid suggested that dates be identified as soon as possible. Sullivan responded that he and Nassirian would work with Bilger on forming an agenda and scheduling dates.

6) Membership Subcommittee Update:

a) *International Member Dues*: Lonabocker reported on membership subcommittee discussion regarding change in the rate for international members to a flat fee. International institutions do not benefit from all the services provided by AACRAO, such as federal relations. Smith asked that the financial implications be ascertained prior to any decisions. Nassirian noted that the overhead associated with membership distinctions should be part of the consideration, and Johnson concurred. The Office was asked to provide a report on the matter.

The Board discussed options for membership categorization, including the confusion caused by institutional membership or individual member assigned under the institution's stipulated enrollment. The Membership Subcommittee was directed by the Board to discuss this further, and to provide a comprehensive recommendation to the Board in anticipation of the September meeting for the Bylaws Task Force.

b) *International Professional Association Exchanges*: Lonabocker mentioned their concern about international professional association exchanges, and recommended a maximum of 2 international exchanges per association per year due to concern for costs, in particular international travel. She noted that domestic association exchanges were handled in the bylaws, but no additional limitations are in place for international association representatives. Taylor suggested that this issue be postponed until the October meeting, and the Board concurred.

7) Executive Director Report:

a) *Conflict of Interest Policy*: Sullivan requested a change to the language of the policy in Section 2, Subparts a, c, d, "ownership and investment interest" to read "ownership, investment or fiduciary interest."

1999.8.2 - M/S/P: To approve the revision of the conflict of interest policy.
[Bilger/Schuster. 9/0]

b) *FY99 Financial Report*: Sullivan reported that the FY99 books remain open as the Office prepares for the audit scheduled August 23. He referred to the report sent during July and asked that the Board provide feedback to him on the report as it is to be sent out on a monthly basis. Anderson asked about specific items that appeared incorrect or misleading, and Sullivan responded that he would investigate with the Finance Subcommittee's assistance. Sullivan will have the Office produce detailed monthly reports for respective program areas so that expenses can be tracked more accurately.

c) *Policies on Contracting*: Sullivan reported that he had contacted three other associations, and they have no policies on contracting with members but also contract members as AACRAO does. Taylor urged completion of a report on the topic since the Operations Subcommittee is awaiting it to finalize their consideration.

8) Transcript Disciplinary Task Force:

Mead reported that the Task Force planned to meet in early Fall to analyze research from surveys that have gone out to over 1,000 members of the Association for Student Judicial Affairs.

9) Adjourn:

1999.8.3 - M/S/P: To adjourn to Executive Session.
[Lonabocker/Bilger. 9/0]

Its purpose was to finalize the evaluation of the Executive Director.

APPENDIX A

The Organizational Meeting Resolution of the Board of Directors of AACRAO

The below noted Directors of the American Association of Collegiate Registrars and Admissions Officers ("AACRAO"), a District of Columbia nonprofit corporation, do hereby adopt, pursuant to the District of Columbia Nonprofit Corporation Act, the following resolutions:

1) **Organization:** The Articles of Incorporation of AACRAO were duly filed with the District of Columbia Corporations Division on June 29, 1999. The District of Columbia Corporations Division, on June 29, 1999 issued a Certificate of Incorporation for AACRAO.

2) **Bylaws:** Pursuant to the District of Columbia Nonprofit corporation Act, Bylaws of the Corporation shall be adopted at the earliest practical opportunity, and the Corporation shall operate subject to the provisions of the District of Columbia Nonprofit Corporation Act until such time as said Bylaws are adopted, and also thereafter as necessary and appropriate.

3) **Officers:** The following persons are elected Officers of the Corporation, to serve as provided under the District of Columbia Nonprofit Corporation Act, and the Bylaws when adopted:

President: William R. Haid, Registrar, University of Colorado at Boulder, CO.

Past President: Paul H. Anderson, Associate Dean and University Registrar, Furman University of South Carolina, SC.

President-Elect: Louise Lonabocker, Director of Student Services, Boston College, MA.

Vice President for Finance (Corporate Secretary/Treasurer): R. Eugene Schuster, University Registrar, The Ohio State University, OH.

Vice President for Admission and Enrollment Management: Paul F. Taylor, Dean for Student Affairs, Lexington Community College, KY.

Vice President for International Education: Johnny K. Johnson, Director of International Student Programs, Monterey Peninsula College, CA.

Vice President for Professional Development and Publications: Heather C. Smith, Assistant Dean of Enrollment Services, Community College of Rhode Island, RI.

Vice President for Association and Institutional Issues: Thomas A. Bilger, Registrar and Director, Ball State University, IN.

4) **Membership:** The membership of AACRAO is constituted as set forth in the Articles of Incorporation.

5) **Depository Arrangements:** The below-named financial institutions are hereby designated as the depositories of money and funds of the Corporation; and all of the money and funds of the Corporation shall hereafter be deposited in said institutions; such money and funds may be withdrawn only upon checks, orders, and drafts signed by those officers authorized in resolutions attached hereto, said resolutions being hereby approved and adopted as if set forth herein verbatim:

NationsBank

Riggs Bank

6) **Management of the Assets and Liabilities of the Corporation:** Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, and the Resolution adopted on June 17, 1999 by the Directors of the predecessor unincorporated association AACRAO, the Corporation hereby succeeds to control and management of all the funds and assets of the predecessor unincorporated association AACRAO, and accepts all the liabilities of said predecessor unincorporated association.

7) **Operation of Corporation's Executive Office and Staff:** The Corporation shall operate AACRAO's executive office, and employ executive professional staff, including AACRAO's Executive Director and Assistants thereto, under the same terms, conditions and policies as those of the predecessor unincorporated association AACRAO, until such time as said terms, conditions and policies may possibly be modified as appropriate by the Board of the Corporation. The Executive Director of AACRAO shall be responsible to the Board of the Corporation and shall take and is empowered to take, all steps necessary and appropriate for the management and operation of the Corporation subject to the direction of the Board of the Corporation.

The Board authorizes and directs the officers and Executive Director, to take all and every action, as necessary and appropriate, to deal with the Internal Revenue Service (IRS) in connection with the federal tax-exempt status of the nonprofit association under Internal Revenue Code Sec.501(c)(3).

8) The Board authorizes and directs the officers and Executive Director, to take all and every action, as necessary and appropriate, to deal with the District of Columbia Government in connection with the tax-exempt status of the nonprofit association in the District of Columbia.

Adopted by unanimous vote: August 5, 1999