

111th AACRAO Business Meeting: Proposed Bylaw Changes

Proposal 1

Current Bylaw:

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.

Proposed Update:

Article III: Board of Directors
Section 2: Duties of the Board

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

Rationale: This is a more accurate reflection of the duties of the board as *oversight* as opposed to *management*. The board hires an Executive Director who manages the staff at the national office to support the business of the association. AACRAO staff manage the Association business listed in the current bylaws, with oversight from the Board.

Implication: This change reduces risk for the individual board members and is reflective of the current state of the association.

Proposal 2

Current Bylaw:


Article III: Board of Directors
Section 3: Meetings of the Board

The Board will meet at the Annual Meeting of the Association and at least one other time **in the year**. The Board may also meet **at other times** as it may deem necessary or appropriate.

Proposed Update:

Article III: Board of Directors
Section 3: Meetings of the Board

The Board will meet at the Annual Meeting of the Association and at least one other time **during the administrative year**. The Board may also meet **additional times as it deems** necessary or appropriate.



Rationale: This clarifies when board meetings should take place and distinguishes the administrative year from the calendar year.

Implication: This change clarifies the language. The spirit of the bylaw is unchanged.

Proposal 3

Current Bylaw:

Article V: Meetings

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:

1. approval of minutes and reports from Directors and committees, with such action as may be appropriate, **including resolutions**; and
2. action on any proposed amendments to the Bylaws or Articles of Incorporation.

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 Update:


Article V: Meetings

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:

1. approval of minutes and reports from Directors and committees, with such action as may be appropriate **based on the orders of the day**; and
2. action on any proposed amendments to the Bylaws or Articles of Incorporation.

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 **a simple** majority vote.





Rationale and Implication: This streamlines the business section to capture what is covered during the Business Meeting and how we run those meetings.

- “Based on the orders of the day” acknowledges the Business Meeting agenda that is set by the Board. The previous version included misleading language on resolutions. There are many items that can be covered in the business meeting, and this language is more reflective of how AACRAO has traditionally organized the Business Meeting.
 - **Implication:** This change aligns the Bylaws with how the association has traditionally run its business meeting.
- Striking “including resolutions” acknowledges that resolutions are covered in Article II and removes potential confusion.
 - **Implication:** This change clarifies the language. The spirit of the bylaw is unchanged.
- The addition of “a simple” clarifies the kind of vote needed.

Implication: This change clarifies the language. The spirit of the bylaw is unchanged.

Proposal 4

Current Bylaw

Article III: Board of Directors
Section 5: Terms of Directors

The President-elect will serve for a one-year term. Immediately upon the conclusion of that term, **she/he** will assume the office of President for a one-year term. Immediately upon the conclusion of that term, **she/he** will assume the office of Past-President for a one-year term.

Proposed Update:

Article III: Board of Directors
Section 5: Terms of Directors

The President-elect will serve for a one-year term. Immediately upon the conclusion of that term, **President-elect** will assume the office of President for a one-year term. Immediately upon



the conclusion of that term, **the President-elect** will assume the office of Past-President for a one-year term.

Rationale: This removes gendered language

Implication: The spirit of the bylaw is unchanged.

Proposal 5

Current Bylaw:

Article VII: Miscellaneous Provisions
Section 3: Annual Financial **Audit**

The Board will ensure that an annual financial audit is performed.

Proposed Update:

Article VII: Miscellaneous Provisions
Section 3: Annual Financial **Oversight**

The Board will ensure that an annual financial audit is performed. **The Board will approve the annual financial audit and IRS filings.**

Rationale: This clarifies the fiduciary responsibility of the Board.

Implication: This change clarifies the language. The spirit of the bylaw is unchanged.

Proposal 6

Current Bylaw:

Article VII: Miscellaneous Provisions
Section 5: Permanent Office

The Executive Director will operate a permanent office that provides service to members, and will manage the day-to-day activities of the Association under guidance provided by the Board.

Proposed Update:

Remove Completely



Rationale: It is not best practice to note this in the Bylaws. This is operational and should live in the Board Handbook.

Implication: Section 5 content would be removed from the Bylaws. The current section 6: Parliamentary Rules would be renumbered as section 5. The Board has no intention of making any changes to the maintenance of a national office.

Proposal 7

Current Bylaw:

Article VII: Miscellaneous Provisions

Proposed New Section 6: Electronic Voting Authorization for Board Members

The Board is authorized to convene meetings in person, virtual, or hybrid format. Voting for Board meetings can be done electronically as long as all voting members have the means to be able to access and participate in the meeting. Any vote by email requires that all members of the Board participate in the vote.

Rationale: Current technology allows board business can take place in various modalities.

The following proposed bylaw was not presented during the feedback sessions and town halls.

Proposal 8

Current Bylaw:

Article III: Board of Directors

Section 1: Composition of the Board

Past President: advises on Association business; serves as a voting member of the Association's Awards Committee, which reports to the Board the committee's recommendations for award recipients to be recognized at the Annual Meeting


Proposed Update:

Article III: Board of Directors

Section 1: Composition of the Board

Immediate Past President: advises on Association business; serves as a voting member of the Association's Awards Committee, which reports to the Board the committee's recommendations for award recipients to be recognized at the Annual Meeting

Rationale: This differentiates the Immediate Past President from the historical list of Past Presidents.





AACRAO

**American Association of Collegiate
Registrars and Admissions Officers**

1108 16th Street, NW, Suite 400 | Washington, DC 20036
(202) 293-9161 MAIN | (202) 872-8857 FAX | www.aacrao.org

Implication: All locations of the bylaws that name the role of the "Past President" will be updated to the "Immediate Past President."