

Bylaws of the Association for the Study of Higher Education

ARTICLE I

The name of this organization shall be:

ASSOCIATION FOR THE STUDY OF HIGHER EDUCATION

ARTICLE II

THE ASSOCIATION

Section 1: OFFICES

The location of the registered office of the corporation and the designation of its agent shall be determined by, and may from time to time be changed by, the board of directors.

Section 2: MISSION AND PURPOSES

The primary mission of the Association for the Study of Higher Education (ASHE) is to foster scholarly inquiry of the highest standards of excellence for the purpose of increasing knowledge about and the understanding of higher education.

This corporation, herein referred to as the association or ASHE, is organized for educational and related purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including, but not limited to, facilitating communication and efforts among individuals and entities concerned with the study of higher education.

Section 3: STATEMENT ON DIVERSITY

ASHE is an association where diversity is a core value. A broad understanding of diversity is employed that includes, but is not limited to, race, ethnicity, national origin, class, gender, sexual orientation, disability, age, and religion. This statement also acknowledges that personal identity is complex and various. It is a goal of the association to facilitate broad participation, particularly by historically underrepresented groups, throughout the association.

The board of directors and others associated with ASHE shall otherwise act in ways, to the extent it is reasonable and feasible to do so, consistent with this core value of diversity.

Furthermore, those charged with nominating members for election or naming committee chairs and members shall diligently recruit for qualified persons representing the full diversity of the membership of the association.

In addition, before entering into contracts, including conference facilities agreements, those representing ASHE shall consider the history and current practices of the vendor with regard to diversity. The association shall not knowingly enter into agreements, where by intent or practice, there is a demonstrated insensitivity to the principles of non-discrimination and inclusion. As practicable, the association should work with vendors, both in contracting and procurement, that have affirmative action policies and practices, as well as policies and practices that are consistent, in general, with those of the association in relation to diversity.

ARTICLE III

MEMBERSHIP

Section 1: MEMBERSHIP AND VOTING

Membership in the association shall be open to all persons who engage or are interested in the study of higher education, including students. All members in good standing of the association shall have equal voting rights. Members in good standing are those who are current with their dues. The dues of the association shall be in an amount determined from time to time by the board of directors and payable at such times as determined by the board.

Section 2: COMMUNITY MEETING

At each annual conference of the association, the board of directors shall convene a meeting of the membership of the association for the purposes of: (1) recognizing the contributions of association members; (2) reporting on the business and other affairs of the association by the president; and (3) for such business as the board of directors may place before the members or the members might put before the meeting by petition.

Members may petition the board to: (1) include an issue of general concern to the association on the agenda of the community meeting for the consideration of the entire membership of the association; or (2) establish an ad hoc committee to report and make recommendations to the board on a matter of general concern to the association. Such petition must have the formal endorsement of no fewer than 50 members in good standing of the association and shall include their names and e-mail addresses. The executive director, acting on behalf of the board, shall confirm endorsement of the petition by those signing and validate their membership status. The petition must be submitted, in writing, to the board, via the president, no later than three months prior to the community meeting scheduled at the annual conference of the association.

A petition may request either: (1) a general discussion about an issue of general concern to the members; or (2) a discussion, followed by a vote, on a measure to change the bylaws, policies, or procedures of the association. Such a vote requires a quorum of not less than one-fifth of the members of the association in good standing and passage of any measure is by a simple majority of those voting at the community meeting.

Ad hoc committees requested by petition require a written charge specifying: (1) the purposes of the committee; (2) its chair and members; (3) the possible nature of the report that the committee will file and recommendation to the board that it will make; and (4) a specified date, no later than one year following its establishment, by which it shall be either affirmatively renewed for not more than one additional year or automatically dissolved.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: GENERAL POWERS

The board of directors is responsible for setting policy for the association.

Section 2: MEMBERSHIP AND TENURE

The board of directors shall be constituted of nine elected directors who shall vote on matters

before the board, as well as various ex officio members, who serve without vote.

A legal counsel to the board is an ex officio member of the board, as are the chairs of the budget committee, the publications committee, the advancement and fundraising committee, and the various committees of the association (the Council on Ethnic Participation, the Council for the Advancement of Higher Education Programs, The Council on International Higher Education, and the Council on Public Policy in Higher Education). None may be an elected member of the board.

The number of directors may be enlarged or reduced by a two-thirds vote of the board of directors or by the members of the organization subject to the provisions of Article III, Section 2, provided that the number of directors shall not be less than three.

An elected board member may be reelected to serve as a board member again after a three-year hiatus from service on the board, or may be elected at any time as president-elect.

Terms commence at the conclusion of the last substantive session on the annual conference program. In the event there is no annual conference in a given year, terms will then commence on the anniversary of that occasion during the previous year.

Membership on the board of directors shall be as follows:

- (a) A director elected each year by and from the members of the association to a three-year term as, respectively, vice president and president-elect in his or her first year, president in his or her second year, and immediate past president in his or her third year.
- (b) Two directors elected each year by and from the members of the association, each to a two-year term.
- (c) A director elected each year by the members of the association from the student members to a two-year term. Student members may serve on the board until the conclusion of the last session on the annual conference program following the awarding of their terminal degree, or in the event there is no annual conference in a given year then on the anniversary of that occasion during the previous year.
- (d) An executive director appointed by the board of directors to serve without vote a five-year term, subject to review as discussed in Article V, Section 3.
- (e) A legal counsel to the board of directors appointed by the directors to serve without vote for a three-year, renewable term.
- (f) The chairs of the budget committee, the publications committee, the advancement and fundraising committee, and the various committees of the association (the Council on Ethnic Participation, the Council for the Advancement of Higher Education Programs, The Council on International Higher Education, and the Council on Public Policy in Higher Education) shall serve without a vote during their tenure as chair.

Section 3: ELECTIONS AND VACANCIES

No later than six months before the annual meeting, the nominations committee shall submit to the president a slate of not fewer than a sufficient number of persons plus one for each elected office for approval by the executive committee. The election, conducted by the executive director under the supervision of the nominations committee and ultimately the board of directors, shall be by electronic ballot or as otherwise determined by the nominations committee, subject to review by

the board, with balloting to close no later than three months prior to the annual conference of the association.

Nominations for election to the board of directors may also be made through petition by the membership. Such petitions shall stipulate the electoral position for which the nominee is to be considered and shall consist of no fewer than 50 names and e-mail addresses of association members in good standing. Such petitions must be submitted to the chair of the nominating committee no later than three months prior to the annual conference of the association. The executive director, acting on behalf of the board, shall validate the membership status of the signers of the petition. The name(s) of the person(s) nominated by petition will be placed on the ballot without the approval of the nominating committee in addition to the not fewer than a sufficient number of persons plus one for each elective category specified above. If in the event that there are more than two petitions submitted for any electoral position in any given year, the nominating committee chair will choose two petitions by lot.

A vacancy on the board of directors, whatever the reason, shall be filled by appointment of a member of the association by the remaining directors, by majority vote of the board prior to or at the beginning of the next official meeting of the board. Examples of a vacancy include, but are limited to, a sitting board member elected as president-elect or a student member of the board not longer eligible to serve on the board.

Section 4: ANNUAL AND OTHER MEETINGS

There shall be a regular meeting of the board of directors each year. The meeting shall be held in conjunction with the annual conference of the association. If that is not possible, the meeting shall be held at such other time as the board may designate.

At other times during the year, the board may hold a regular meeting or meet in executive session, including through teleconferencing. Such special meetings of the board of directors may be called by the president or at the request, through the president, of a majority of the members of the board. The persons or those calling the special meeting shall, working with the executive director, fix a reasonable time and designate a reasonable place for the meeting.

The president, working with the executive director, shall be responsible for informing the members of the board of directors of any meeting no later than one month in advance. For any meeting other than one during the annual conference of the association, the association shall reimburse the reasonable expenses of the members of the board attending or participating via teleconferencing.

Section 5: QUORUM AND INFORMAL ACTION

Two-thirds the members of the board of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors. A vote of a majority of the members present at a meeting at which there is a quorum shall be the act of the board of directors.

Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all members of the board of directors consent to it in writing, including through e-mail, and the writing or writings are filed with the minutes and records of the proceedings of the corporation.

Section 6: STANDING COMMITTEES OF THE BOARD

The association shall maintain and disseminate a current list of all committees of the board, including who is serving as chairs and members and their terms.

The board of directors shall appoint the chair and members of the various committees of the board, upon nomination by the president.

The president shall expressly solicit recommendations by the incumbent committee chair and the membership of the association for volunteers and nominations, acting in a manner consistent with the statement on diversity above.

Except for committees described differently below, members of a committee of the board, including chairs, shall serve three-year terms. To the extent feasible, terms of service shall be staggered such that one-third of the committee membership changes each year. Committee chairs or members may not be elected members of the board (except as otherwise noted).

Chairs or members named by the board of directors or any other entity, including the publications committee, may be removed before the expiration of their terms by a two-thirds vote of the board.

A chair shall have the authority, as granted by the board, necessary to conduct the affairs of the committee for which he or she is responsible.

Each committee of the board shall issue an annual report to the board, including a complete accounting of expenditures, no later than one month before its annual meeting.

The standing committees of the board shall consist of the following:

- (a) The executive committee shall have authority to act for the board between annual meetings. The committee shall be chaired by the president and consist of the: (1) president elect; (2) immediate past president; (3) executive director; and (4) legal counsel to the board.
- (b) The budget committee shall conduct financial analyses and make recommendations to the board about the annual budget and financial policies. The committee shall be chaired by a member of the association, not otherwise serving on the board as an elected member, and consist of: (1) two other members of the association; and (2) the executive director, serving without vote. The chair of the budget committee serves as an ex officio member of the board of directors.
- (c) The nominations committee shall manage elections to the board, including soliciting nominations annually and making recommendations and recommending a slate of candidates. The committee shall be chaired by the immediate past president and consist of three additional members.
- (d) The membership committee shall make recommendations to the board and undertake efforts concerning building the membership of the association. The committee shall consist of a chair and two additional members.
- (e) The publications committee shall oversee the publication program of the association and advise the board on related issues. The committee shall be chaired by a member of the association, not otherwise serving on the board as an elected member, and consist of: (1) the immediate past president; (2) three other members of the association appointed to three-year terms; and (3) the editors of any ASHE publications as ex-officio members. The present ASHE publications are: the Review of Higher Education, ASHE Higher Education Report, and the ASHE Reader series. The chair of the publications committee serves as an ex officio member of the board of directors.
- (f) The awards committee shall make recommendations to the board concerning awards that the association bestows. The executive committee shall act on these recommendations in

advance of the annual conference at which the awards are presented. The committee shall consist of a chair and five additional members, with a member of the board appointed by the president serving, ex officio and without vote.

(g) The Bobby Wright Dissertation of the Year committee shall make recommendations to the board concerning the dissertation awards that the association bestows. The executive committee shall act on these recommendations in advance of the annual conference at which the awards are presented. The committee shall consist of a chair and five additional members.

(h) The program committee shall be responsible for planning the annual conference, working in consultation with the president and executive director. The vice-president and president-elect shall appoint the chair for the conference to be held during his or her term as president, with the members recommended by the chair and approved by the president.

(i) The graduate student policy seminar committee shall be charged with organizing the annual seminar. The committee shall consist of a chair and other members as deemed necessary by the chair, acting in consultation with the president.

(j) The site selection committee shall make recommendation to the board and advise the executive director about the sites of future conferences. The committee shall consist of a chair and two other members, as well as the executive director serving without vote.

(k) The conference evaluation committee shall conduct a thorough evaluation of the annual conference immediately following the event and provide the results to the executive director, president, and program chair in a timely manner. The evaluation team will also write a brief report for dissemination to the members within 6 months of the annual meeting. The committee shall consist of a chair appointed by the president to serve a two-year term and three other members on staggered two-year terms.

(l) The history committee shall make recommendations to the board and advise the executive director on how to preserve the history of the association, including how to archive association documents, photographs, and other historical artifacts. The committee will create a work plan and provide an annual report to the board on its activities. The committee shall consist of a chair and other members as deemed necessary by the chair, acting in consultation with the president.

(m) The position-taking committee, pursuant to the ASHE Policy on Position-Taking, shall review, analyze, and make recommendations to the board regarding whether ASHE should take a position, and if so, a recommendation on possible position-taking actions. Position-taking actions require affirmative approval by two-thirds vote of the board. The committee shall consist of four members and an elected member of the board. Members will serve with staggered three-year appointments, with the exception of the board member, who shall serve only during the duration of his or her term on the board.

(n) The committee on organizational structure, pursuant to the ASHE Guidelines for New Affinity Groups and Councils, shall review petitions for new councils and make recommendations to the board. The committee shall also liaise with existing councils, review annual reports and conference evaluations, and make recommendations to the board regarding council activities. The committee shall consist of four members and the executive director. Members will serve with staggered three-year appointments.

(o) The committee on advancement and fundraising shall recommend and once approved by the board, execute policies and practices regarding fundraising and naming of awards, lectures and other ASHE activities and programs, recommend fundraising goals, and assist in the association's

fundraising activities as directed by the board. The committee shall be chaired by a member of the association, not otherwise serving on the board as an elected member, and consist of: (1) three other members of the association; and (2) the president sitting ex officio. Members will serve staggered three-year appointments, with the exception of the president, who shall serve only during the duration of his or her term as president. The chair of the advancement and fundraising committee serves as an ex officio member of the board of directors.

Section 7: AD HOC COMMITTEES OF THE BOARD

The board, or the president, acting in his or her executive capacity, may establish ad hoc committees. No such committee shall be established without a written charge specifying its assignment, the officer or body to whom it reports and when reports are to be submitted, and a date certain by which it shall be either affirmatively renewed or automatically dissolved.

Section 8: EDITORIAL BOARDS

The publications committee is charged with expressly soliciting recommendations, including by the incumbent editor and the membership of the association, in making a recommendation to the board on the appointment of the editor of all ASHE publications. The board, by two-thirds vote, shall appoint each editor to a five-year term, once renewable for five years by a vote of two-thirds of the board. Editors wishing to renew their appointment are subject to an evaluation during the last year of their initial appointment, with the review committee appointed by the board of directors. The board may remove an editor by a two-thirds vote, unless otherwise prescribed by contract.

Each editor shall recommend to the publications committee members to be appointed to the advisory or editorial board of his or her publication for approval by the committee. Such appointments do not require the approval of the board, but must follow the ASHE statement on diversity. Advisory or editorial board members serve three-year non-renewable terms at the pleasure of the editor. There must be a three-year hiatus between appointments to a given editorial or advisory board, although a member can be appointed immediately to another board. A member may not serve on multiple advisory or editorial boards concurrently.

ARTICLE V

OFFICERS

Section 1: NUMBER OF OFFICERS

The officers of the organization shall be the president, the vice president and president elect, the immediate past president, the executive director, and the legal counsel to the board.

Section 2: PRESIDENT, VICE PRESIDENT AND PRESIDENT ELECT, AND IMMEDIATE PAST PRESIDENT

The president shall be the chief executive officer of the corporation. He or she shall have the authority necessary to oversee, supervise, and conduct the affairs of the association for which he or she is responsible. The president shall preside at all meetings of the board of directors and members of the association. He or she may opt to serve, ex officio, on any committee of the board.

The vice president and president elect and the immediate past president shall serve as members of

the board with the responsibilities indicated in these bylaws.

Section 3: EXECUTIVE DIRECTOR

The executive director shall be the chief operating officer of the association. He or she shall have the authority necessary to oversee, supervise, and conduct the affairs of the association for which he or she is responsible. This includes, but is not limited to: (1) ensuring that notices mandated by these bylaws or by law are made in a timely manner; (2) serving as the custodian of the corporate and other records of the association; (3) maintaining an accurate list of the members of the association and their contact information; (4) receiving and appropriately depositing all funds and securities associated with the association; (5) disbursing funds, including as directed by the board; and (6) maintaining and making available to the board accurate books of account and records of financial and other transactions.

The executive director shall attend all meetings of the board of directors and members of the association. The president or board may opt to have him or her serve, ex officio, on any committee of the board.

The board shall evaluate the executive director annually, following the procedures outlined by the board and captured in a document incorporated by reference into these bylaws.

Section 4: LEGAL COUNSEL

The legal counsel advises the board, executive director, council and committee chairs, and association members on matters with legal implications. This includes, but is not limited to: (1) reviewing or preparing contracts involving the association, as with publishers and conference hotels; (2) attending all meetings of the board; (3) interpreting the bylaws and other rules of the association and assuring they comply with applicable laws; (4) advising the association about when to seek outside legal counsel and working with the executive director in directing the activities of counsel.

Upon the recommendation of an ad hoc search committee named by the president, the board, upon a two-thirds vote, shall appoint the legal counsel to a three-year renewable term of office.

ARTICLE VI

COMMITTEES OF THE ASSOCIATION

Section 1: ESTABLISHMENT AND ORGANIZATION

Participation on all committees of the association is open to, and only open to, all members of the association in good standing.

Members of the association may propose the establishment of a committee of the association to the board by submitting a formal proposal to the president no less than three months before a regularly scheduled meeting of the board. At its next meeting, the board may vote to grant status as a committee of the association pending board approval of its bylaws, decline to grant status, or refer the petition back to its authors with a request for clarifications before they resubmit the petition. A resubmitted petition is subject to the same procedure as above. Upon initial approval by the board, the committee shall work with the legal counsel to develop a set of bylaws for the committee. The board must also approve any subsequent substantive changes to the bylaws.

In accordance with its bylaws, each committee shall elect a chair and, if any, officers. Each

committee of the association shall maintain a current membership roll, which shall determine voting rights in accordance with its bylaws. The roll shall be appended to the annual report that each committee is required to submit to the board no later than one month before its annual meeting. The report shall include a complete accounting of expenditures. The chair of each committee of the association shall serve, ex officio and without vote, on the board of directors, being invited to attend all meetings of the board, excluding executive sessions. He or she shall receive all mailings to the board, except for material designated confidential by the president.

Section 2: COUNCIL ON ETHNIC PARTICIPATION IN THE ASSOCIATION

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) facilitate broad participation, particularly by those historically underrepresented groups, across the association; and (2) to encourage and monitor the diversity of ethnic participation in the affairs of the association.

Section 3: COUNCIL FOR THE ADVANCEMENT OF HIGHER EDUCATION PROGRAMS

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) enrich the teaching and learning experiences of students and faculty in the constituent higher education programs of the association; (2) advance the welfare of higher education degree programs in the United States and Canada; (3) and to bring forth before the association such recommendations as it sees fit. Membership in the council is directed particularly toward directors of existing higher education programs, but is open to all ASHE members.

Section 4: COUNCIL ON INTERNATIONAL HIGHER EDUCATION

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to provide a: (1) forum for the dissemination and discussion of research in order to advance research and theory on higher education from comparative and international perspectives; (2) formal structure within ASHE that scholars with interests in international higher education can promote theory and research to explore contrasting cultural and international perspectives in the study of higher education; (3) focal point and network for students entering the field of international higher education research; and (4) communication linkage among higher education researchers for the identification of research priorities, the exchange of ideas and methods and the facilitation of cooperative research and evaluation.

Section 5: COUNCIL ON PUBLIC POLICY IN HIGHER EDUCATION

The council shall hold its annual meeting in conjunction with the annual conference of the association. Its primary purposes are to: (1) promote research on, and to advance understanding of, the processes and impacts of public policy in U.S. higher education, as well as to help inform decision making in the public policy arena; (2) serve as an incubator and facilitator of future policy-relevant research and as an ongoing network for the exchange of ideas and information; (3) pursue these purposes by providing opportunities for researchers, public policy analysts, and policy makers to share research findings and to discuss diverse ideas and perspectives regarding public policy issues in higher education. As an organization addressing public policy issues, the Council shall focus primarily on state and federal governmental issues, programs, or processes that affect higher education in the United States.

ARTICLE VII

ACTIONS

Section 1: OBLIGATIONS

The executive director may obligate the association to an amount not exceeding \$2,500 for legitimate expenses of the organization. The executive director and the president or, if the president is unavailable and time is of the essence, the vice president and president elect, must authorize, in writing, obligations exceeding \$2,500.

The president may use no more than \$10,000, allocated to the conference budget, for honoraria for invited speakers.

Section 2: AUTHORITY TO ENTER CONTRACTS OR AGREEMENTS

Unless otherwise authorized by the executive committee, only the president, the vice president and president elect acting if the president is unavailable and time is of the essence, or the executive director may enter a contract or agreement on behalf of the association or the councils, committees, or editorial boards within it, including with vendors, other associations, or other individuals or entities.

Section 3: FUND RAISING

Unless otherwise authorized by the executive committee, only the president, the vice president and president elect acting if the president is unavailable and time is of the essence, or the executive director may engage in fund raising activity on behalf of the association or the councils, committees, or editorial boards within it. Fund raising activity includes initiating any contact with a prospective funder or continuing a discussion upon being contacted by a prospective funder beyond referring that prospective funder to the president or executive director.

When the association enters into a grant or contract with a funding agency the grant is of the association. Whenever feasible, the grant should be housed at the association's host institution.

Section 4: ASSOCIATIONS WITH OTHERS

Without the formal approval of the board of directors, those associated with the association may not post messages or include notices within association sponsored list serves, web sites, newsletters, or publications that suggests the association endorses or supports any commercial or non-profit enterprise or their programs or initiatives.

Section 5: CONSULTANTS

The board may wish to enter into arrangements with various consultants, such as, but not limited to, attorneys and accountants specializing in non-profit associations or those expert in fund raising or communications strategy.

Section 6: AUTHORITY TO EXPEND FUNDS

Officers and committee chairs are authorized to expend funds on behalf of the corporation not to exceed their respective budgets as approved by the board. Over expenditures may be authorized by the executive committee.

Section 7: FINANCIAL DURESS

The association considers situations involving financial duress on a case-by-case basis, including whether to discount or waive conference fees or provide financial grants for those directly affected by disasters.

Section 8: AWARDS

Councils of the association may develop and present a slate of annual awards without approval by the board of directors. Such awards must clearly state that they are made by the council and are not awards from the association as a whole.

ARTICLE VIII**OVERSIGHT AND AMENDMENTS****Section 1: REVIEW**

The board shall review on a periodic basis all entities, programs, or initiatives of the association that it establishes. The president is responsible for appointing a review committee chaired by a member of the board and comprised of ASHE members. The committee shall provide opportunity for those directly involved with the subject of the review to comment before reporting in writing to the board. The board may take the actions within its powers, including eliminating unproductive entities, programs, or initiatives.

Section 2: AUDIT

Every three years, or following a major change (for example a move, or the hiring of a new Executive Director), the board shall arrange a formal audit by an external auditor selected by the board of: (1) all financial activity of the association, including its councils, committees, and editorial boards; (2) its contracts and agreements with any commercial or non-profit enterprise; and (3) the operation of its office.

Section 3: AMENDMENTS

The bylaws and any provision thereof, except as otherwise herein provided, may be altered, amended, or repealed by a two-thirds vote of the board of directors.

Section 4: SEVERABILITY

If any provision of these bylaws, or its application to any person or circumstances, is held invalid, the remainder of these bylaws and the application of such provisions to other persons or circumstances shall not be affected.

The ASHE Bylaws, as revised and amended, were approved by unanimous vote of the Board of Directors at the June 14, 2016 meeting.