



# **AASLH Constitution and Bylaws**

## **CONSTITUTION**

Accepted September 19, 2013

### **Article I. Name**

There is hereby created a charitable, educational, and nonprofit corporation, to be known as The American Association for State and Local History, hereinafter referred to as the “Association.”

### **Article II. Purpose**

The purpose of the Association shall be to provide leadership, training, resources, and advocacy in support of the people, institutions, and organizations that are engaged in researching, preserving, and interpreting state and local history in the United States of America.

### **Article III. Incorporation**

The Association shall be incorporated in the District of Columbia, and shall be deemed, for purposes of venue in civil actions, to be an inhabitant and resident thereof. The Association may establish offices in such place or places as it may deem necessary or appropriate in the conduct of its business.

### **Article IV. Membership**

Membership in the Association shall be open to any individual, organization, institution, or corporation interested in American history, under such rules and regulations as shall be prescribed by the duly elected Council of the Association.

### **Article V. Council Defined**

The affairs of the Association shall be under the direction of a Council, which shall be composed of sixteen (16) members elected by the membership of the Association, plus the Chair, Vice Chair, Secretary, Treasurer, and immediate past Chair of the Association,



all of whose duties, responsibilities, terms, and conditions of election shall be defined within the Bylaws of the Association. The Chair of the Association shall serve as chair of the Council. No compensation shall be paid to the members of the Council for their services as such members, except that they may be reimbursed for travel and actual expenses incurred by them attending Council meetings and performing other official duties on behalf of the Association, as approved in advance by the Council. New members of the Council shall take their seats at the Annual Business Meeting upon certification of their election in accord with the provisions of the Bylaws of the Association.

## **Article VI. Powers**

To the extent necessary to enable it to carry out the functions vested in it by this Constitution, the Association shall have the following general powers:

1. To sue and be sued in its corporate name.
2. To adopt, alter, and use a corporate seal which shall be judicially noticed.
3. To adopt such by laws, rules, and regulations, consistent with the laws of the United States or of any State, as it deems necessary for the administration of its functions under this Constitution, including among other matters rules and regulations regarding publications of the Association, administration of corporate funds, the organization and procedures of the Council, and the duties and responsibilities of elected officers.
4. To accept, hold, and administer gifts and bequests of money, securities, or other property of whatsoever character, absolutely or in trust, for the purposes for which the Association is created. Unless otherwise restricted by the terms of the gift or bequest, the Association is authorized to sell, exchange, or otherwise dispose of and to invest or reinvest in such investments as it may determine from time to time the moneys, securities, or other property given or bequeathed to it. The principal of such corporate funds, together with the income there from and all other revenues received by it from any source whatsoever, shall be placed in such depositories as the Association shall determine and shall be subject to expenditure by the Association for its corporate purposes.



5. To enter into contracts generally and to execute all instruments necessary or appropriate to carry out its corporate purpose.
6. To appoint and prescribe the duties of such officers, agents, and employees as may be necessary to carry out its functions, and to fix and pay such compensation to them for their services as the Council may determine.
7. To create such subsidiary nonprofit corporations as may be necessary to conduct enterprises consistent with the purposes of the Association.
8. And generally to do any and all lawful acts necessary or appropriate to carry out the purpose for which the Association is created.

## **Article VII. Programs and Activities**

The Association shall undertake such programs and activities as appropriate to accomplish its purpose. To this end, the Association shall serve as a forum for the exchange of ideas, provide a variety of educational opportunities for its members, promote the highest standards of professional practice, sponsor and publish relevant scholarship, work closely with other organizations and agencies with similar purposes and activities, and advocate on behalf of the interests of state and local history.

## **Article VIII. Amendments**

### **Section 1. Process**

Any two (2) Council members or fifty (50) Association members in good standing may propose amendments to this Constitution. Proposed amendments shall be made in writing and sent to the President/CEO in time for the Council to consider them and at least thirty (30) days in advance of the Annual Business Meeting at which they are to be considered.

### **Section 2. Adoption Criteria**

An amendment is adopted if approved by a majority of the Council and two-thirds (2/3) of the members present and voting at the Annual Business Meeting. If a proposed amendment is not approved by the Council, that amendment can still be adopted if



approved by three-fourths (3/4) of the members present and voting at the Annual Business Meeting.

## **BYLAWS**

Accepted September 16, 2016

### **Article I. Membership**

#### **Section 1. Membership Criteria**

Membership in the Association shall be open to any individual, organization, institution, or corporation interested in state and local history.

#### **Section 2. Membership Categories**

The Council of the Association shall establish categories of membership in the Association and shall determine the benefits and privileges of each category of membership. All members shall be entitled to the full benefits and privileges of their respective membership categories. The Council may, from time to time, make changes in membership dues and in the benefits and privileges of membership.



## **Section 3. Voting Criteria**

Only those individual, organizational, institutional, or corporate members of the Association that have paid their dues and are in good standing shall be entitled to vote, one vote per member, at meetings of the Association and for the members of the Association Council, its officers, and its Leadership Nominating Committee.

## **Article II. Limitations**

### **Section 1. Earnings Restrictions**

No part of the net earnings of the Association shall accrue to any member or individual, nor shall the resources of the Association be used for any purpose other than the business of the Association.

### **Section 2. Lobbying Restrictions**

The Association shall not devote any substantial part of its activities to lobbying, or otherwise attempting to influence legislation, unless the Council formally elects to make expenditures to influence legislation as permitted for tax-exempt organizations under the provisions of Section 501 of the United States Internal Revenue Code.

## **Article III. Officers**

### **Section 1. Officers**

The officers of the Association shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Council may from time to time determine.

### **Section 2. Terms**

#### **2.1 Officer Terms**

Each officer shall serve a term of two years, commencing at the Annual Business Meeting upon certification of his or her election pursuant to the terms of Article VI and concluding at the Annual Business Meeting upon certification of his or her successor.

Neither the Chair nor the Vice Chair may serve more than one full term (two (2) years). The Secretary and Treasurer, however, may serve a maximum of two consecutive full



two-year terms. In the case that any officer's position becomes vacant during a term and the position is filled in accord with Article III, Section 7 of these Bylaws, the term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full two-year term.

## **2.2. Succession of Chair**

The Vice Chair shall succeed to the office of Chair at the conclusion of the Chair's term, unless (s)he becomes unavailable for office.

## **2.3. Removal from Office**

Any officer may be removed from his or her position, with or without cause, by a two-thirds (2/3) majority vote of the full Council.

## **Section 3. Chair Powers and Duties**

The Chair shall exercise general supervision over the affairs of the Association and shall ensure that the Association operates in accord with the provisions of the Constitution and Bylaws, Statement of Professional Standards and Ethics, actions of the Council, and the best interests of its members and the people and organizations it serves. The Chair may serve as ex officio member of all other committees.

### **3.1 Presiding and Appointing**

The Chair shall preside at all meetings of the Association, the Council, and the Executive Committee, and shall appoint the members of all committees in accord with these Bylaws.

### **3.2 Review of President/CEO**

The Chair, in consultation with the Council and the Executive Committee, shall undertake the annual performance review of the President/CEO and the Chair shall recommend to Council any changes in the President/CEO's compensation package.

## **Section 4. Vice Chair Power and Duties**

The Vice Chair shall serve as Chair-Elect of the Association. The Vice Chair shall preside at meetings of the Association, Council, and Executive Committee in the absence of the



Chair and shall perform such duties as the Chair, Council, or the Executive Committee may from time to time assign.

## **Section 5. Secretary Power and Duties**

The Secretary shall certify the minutes of the Association, the Council, and the Executive Committee and shall sign and certify all documents for the corporation as required by law or business activity. The Secretary shall report the minutes of the Annual Business Meeting to the membership at the subsequent Annual Business Meeting.

## **Section 6. Treasurer Power and Duties**

The Treasurer shall be responsible for reviewing the financial administration policies, and procedures of the Association on behalf of the membership and the Council to ensure that the Association is managed in a financially sound and responsible manner.

### **6.1 Treasurer Committee Service**

The Treasurer shall chair the Finance Committee and shall serve on the Investment Committee.

### **6.2 Role in Budget Preparation**

Together with the Chair, the Treasurer shall advise the President/CEO in preparation and presentation of an annual budget in accord with Article X, Section 7, below.

### **6.3 Reporting Duties**

In consultation with the Chair and the President/CEO, the Treasurer shall present reports on the financial position of the Association to the Council for its consideration prior to each Council meeting and shall make recommendations for any actions needed to provide for the financial health and stability of the Association.

### **6.4 Report to Membership**

The Treasurer shall report the financial condition of the Association to the membership at the Annual Business Meeting.

### **6.5. Report to Council**



Within 180 days after the close of the fiscal year, the Treasurer shall submit to the Council, in writing, a statement of the financial condition of the Association, which shall be audited by a certified public accountant, consisting of a balance sheet and related statements of income and expense, and of changes in all funds, including investment reports for the fiscal year then ended.

## **Section 7. Vacancies**

### **7.1 Chair Vacancy**

In the case that a vacancy occurs in the office of Chair prior to the expiration of his or her term, the Vice Chair shall assume the position of Chair, with full authority and responsibility thereof, for the remainder of the term. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

### **7.2 Vice Chair Vacancy**

If the Vice Chair's position becomes vacant for any reason, the Chair shall recommend and the Council shall elect an Interim Vice Chair by majority vote. The Interim Vice Chair shall serve until certification of election of a Vice Chair by the membership of the Association. If not already scheduled, the Council shall call for election of a Vice Chair for the balance of the vacant term, to be certified at the next Annual Business Meeting.

### **7.3 Simultaneous Vacancies**

In the case of simultaneous vacancies in the offices of Chair and Vice Chair, the Secretary shall assume the position of Acting Chair until such time as the Council has elected an Interim Chair by majority vote. In such cases, if not already scheduled, the Council shall call for an election of a Chair and a Vice Chair by the membership, to be certified at the next Annual Business Meeting to serve for the balance of the vacant terms.

### **7.4 Secretary or Treasurer Vacancies**

In the case of a vacancy in either the Secretary or the Treasurer positions, the Chair shall nominate a successor to fill the vacancy, to be confirmed by a majority vote of the Council at its next regularly scheduled meeting. The Chair may also fill the vacant





position by interim appointment until the Council meets. The Council shall have final authority, by majority vote, to fill vacancies in the positions of Secretary and Treasurer.

## **Article IV. Council**

### **Section 1. Composition**

#### **1.1 Numbers and Rotation**

The Association shall be governed by a Council, which shall be composed of sixteen (16) members elected by the membership of the Association, plus the Chair, Vice Chair, Secretary, Treasurer, and immediate past Chair as defined in Article V of the Constitution. Four members shall be elected to the Council each year. to serve a four-year term, in accordance with the provisions of Article VI.

#### **1.2 Removal of Members**

Any Council member may be removed from his or her position, with or without cause, by a two-thirds (2/3) majority vote of the full Council.

#### **1.3 Member Vacancies**

In the case of a vacancy in the Council, the Chair shall nominate a successor to fill the vacancy, to be confirmed by a majority vote of the Council at its next regularly scheduled meeting. The Chair may also fill the vacant position by interim appointment until the Council meets. The Council shall have final authority, by majority vote, to fill any such vacancies. An individual so chosen shall hold their position until the expiration of the term of the vacated position and until a successor shall be elected and qualified. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

### **Section 2. Powers and Duties**

#### **2.1 Duties of the Council**

The Council shall establish all policies of the Association, approve long range and strategic plans, annual operating plans and budgets, regulate the expenses of the Association, and choose the insurance agent, investment counsel, and legal counsel.



## **2.2 Duties of the President/CEO**

The Council may, at its discretion, appoint a President/CEO, whose duties are described in Article IX. The Council shall determine compensation, duties, and terms of employment for the President/CEO.

## **Section 3. Council Meetings**

### **3.1 Annual and Other Meetings**

The Council shall hold its annual meeting in connection with the Annual Business Meeting of the Association and shall hold other regular meetings as may be required to conduct the business of the Association. Special meetings of the Council may be called by the Secretary upon the written request of the Chair or of any three members of the Council.

### **3.2 Absences**

Any officer or Council member absent from a Council meeting shall notify the Chair or the President/CEO of the reason for absence. The Council shall decide in each instance if the absence is excusable. Any officer or Council member with three unexcused absences will be deemed to have vacated his or her position, and the position will be filled in accordance with Article IV, Section 1.3 of these Bylaws.

## **Section 4. Proceedings**

The Council shall determine the manner and form of its proceedings, and it may adopt rules and regulations consistent with the Constitution and Bylaws for the administration of the affairs of the Association.

## **Section 5. Quorum**

At all meetings of the Council, a majority of its members shall constitute a quorum for the transaction of business, and a majority vote of those present and voting shall decide on all matters.

## **Section 6. Approval Process**



Any action of the Council in which a majority of its members shall concur in writing, including electronic mail and fax, or by voice vote via telecommunication shall be binding and valid. All such action shall be reported at the next meeting of Council and duly recorded in the minutes of the meeting. The Secretary shall be responsible for certifying that all Council members have been notified in writing of Council actions, which may be via electronic mail and/or fax.

### **Section 7. Minutes**

The Secretary shall keep, or cause to be kept, minutes of all regular and special Council meetings. Minutes of meetings shall be sent within thirty (30) days to all members of the Council.

### **Section 8. Good Standing**

No one may serve as a member of the Council who has not paid dues as an individual or institutional member of the Association.

## **Article V. Executive Committee**

### **Section 1. Composition**

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, the Council's representative, and the immediate Past Chair. The Council's representative shall be chosen by a majority vote of the Council's sixteen elected members to serve at its pleasure while remaining a duly elected member of the Council. A majority of the Executive Committee members shall constitute a quorum.

### **Section 2. Executive Committee Powers and Duties**

The Executive Committee shall have and exercise all the powers of the Council during all intervals between meetings of the Council, subject to the general policies established by the Council, and shall determine the manner and form of its proceedings and the time, place, and notice to be given of its regular and special meetings. The Executive Committee also serves as the Personnel Committee.

### **Section 3. Executive Committee Vacancies**



Any vacancies in the Executive Committee shall be filled by the Council, but the Chair shall have the power to fill such vacancies until the next regularly scheduled meeting of the Council.

#### **Section 4. Action Approval Process**

Any action of the Executive Committee in which a majority of its members shall concur in writing, including electronic mail and fax, or by voice vote via telecommunication shall be binding and valid without the requirement of a meeting of the Executive Committee, provided that the action taken is reported at the next meeting of the Executive Committee or of the Council, whichever shall come first. The Secretary shall be responsible for certifying that all Executive Committee members have been notified in writing which may be via electronic mail and/or fax.

#### **Section 5. Executive Committee Minutes**

Minutes of all regular and special Executive Committee meetings shall be sent within thirty (30) days to all members of the Council.

### **Article VI. Nominations and Elections**

#### **Section 1. Leadership Nominating Committee and Election Committee**

##### **1.1 Leadership Nominating Committee Duties**

The responsibilities of the Leadership Nominating Committee shall be to recruit, review, and nominate future members of both the Council and the Leadership Nominating Committee to meet the current and anticipated needs of the Association and ensure diverse and qualified leadership.

##### **1.2 Leadership Nominating Committee Composition**

The Leadership Nominating Committee shall be composed of seven (7) voting members and two ex-officio members for a total of nine (9) members. Of the seven voting members, two (2) members shall be elected by the membership each year, and one (1) member shall be the chair of the Governance Committee. The Council Chair and the President/CEO of the Association shall serve as ex-officio non-voting members. In the



year prior to the Vice Chair's assumption of the Chair role, the Vice Chair shall also serve as an ex-officio non-voting member.

### **1.3 Leadership Nominating Committee Terms**

Terms are three (3) years in length. The same person may not serve as Chair two consecutive years, nor shall any member of the Leadership Nominating Committee be elected for two consecutive terms.

### **1.4 Leadership Nominating Committee Chair**

The Leadership Nominating Committee shall elect its own Chair. All members except ex-officio members are eligible to serve as Chair.

### **1.5 Election Committee Chair and Composition**

An Election Committee Chair who is neither an officer nor a member of Council shall be appointed by the Chair of the Council with the full consent of the Executive Committee. The Election Committee chair may appoint one or two committee members. The Election Committee shall be responsible for receiving and counting the ballots and reporting the results to the membership at the next Annual Business Meeting.

### **1.6 Member Vacancies**

In the case of a vacancy in the committee, the Council Chair, in consultation with the Leadership Nominating Committee, shall nominate a successor to fill the vacancy to be confirmed by a majority vote at the next meeting of the Council or its Executive Committee. The Chair may also fill the vacant position by interim appointment until the Council meets. An individual so chosen shall hold their position until the expiration of the term of the vacated position and until a successor shall be elected and qualified. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

## **Section 2. Nominations**

### **2.1 Process**

For all open positions in any year, the Leadership Nominating Committee shall seek nominees of its own accord and shall solicit recommendations from the membership for



nomination of officers, members of Council, and members of the Leadership Nominating Committee from the chairs of other Association committees and through an announcement to the general membership in the fall. Recommendations must be submitted in written format, by any delivery method, by January 15, and shall include the recommended position, name, address, and phone number in required format if any. Nominees shall be sought who reflect the diversity of the field, who have shown a strong commitment to the Association, and who are willing and able to provide leadership to the Association. Nominees considered for the position of Treasurer shall exhibit experience in financial administration, including budget development and monitoring, and trends analysis.

## **2.2 Communication with Candidates**

The Leadership Nominating Committee shall correspond with each recommended candidate soliciting a response, in writing, by March 1 concerning his or her commitment to serve and responding to questions pertinent to the position for which the individual is being recommended.

## **2.3 Preparation of Slates and Nominations**

Considering recommendations from all sources who have responded with a commitment to serve, the Leadership Nominating Committee shall no later than March 20 of each year prepare a slate of one nominee each for the offices of Vice Chair (who shall be Chair-elect), Secretary, and Treasurer during years of Officer election; and in all years, of four nominees for the four open Council positions, and two nominees for each open Leadership Nominating Committee position.

This slate will be announced by April 1 to the Association through published or electronic means accompanied by an explanation of procedures for additional nominations by petition.

## **2.4 Nominations by Petition**

Additional nominees may be added to the slates upon valid petition containing signatures of a minimum of fifty (50) individual or institutional members per nominee. An institution's CEO or Board Chair may sign for an institutional member. Such petitions must be received in the office of the Chair of the Leadership Nominating



Committee no later than May 1 and must be accompanied by a short biography, a photograph, and a statement by the nominee for publication.

### **Section 3. Ballots and Elections**

#### **3.1 Ballots**

The Chair of the Leadership Nominating Committee shall request staff prepare a ballot listing candidates in alphabetical order. The ballot and candidates' statements shall be distributed by mail or electronically to each eligible member of the Association no later than June 1. To be counted in the election a marked ballot must be received in the office of the Chair of the Election Committee by July 1.

#### **3.2 Elections and Notification**

A candidate who receives a majority of the votes cast for a particular office, Council, or Leadership Nominating Committee seat shall be certified as elected. If no candidate receives a majority of the votes cast for the office of Vice Chair, Secretary, or Treasurer, election to such office or offices shall devolve upon a majority of the members present and voting at the immediately following Annual Business Meeting. In case of Council seats and Leadership Nominating Committee seats, the candidates receiving the largest number of votes shall be elected. Candidates elected will be notified by the President/CEO of the Association by July 15.

#### **3.3 Commencement of Terms**

Terms of office for elected positions begin after the Annual Business Meeting following the election.

### **Article VII. Committees**

#### **Section 1. Types of Committees**

##### **1.1 Standing Committees**

There shall be standing committees of the Association for:

- audit



- awards
- election
- finance
- governance
- investment
- leadership development/nominations
- membership
- professional development
- professional standards and ethics
- publications

The Leadership Nominating Committee and the Election Committee are addressed in Article VI, Section 1.

## **1.2 Other Committees**

The Council may establish other committees for such purposes as it deems appropriate. These committees shall serve at the pleasure of the Council and shall exercise such powers as the Council may delegate specifically to them.

## **Section 2. Composition of Standing Committees**

### **2.1 Standing Committee Chairs and Members; Terms**

Chairs of standing committees shall be members of Council or others appointed by the Chair of the Council and shall serve two-year terms at the pleasure of the Chair. Members of a standing committee shall be appointed by the Chair of the Association after consultation with the chair of the committee and shall serve two-year terms at the pleasure of the Chair. Service as a chair or member of a standing committee shall be limited to a maximum of two consecutive terms of two years each before taking at least a year off.





## **2.2 Standing Committee Composition**

Each committee shall consist of at least three members, including the committee chair. The Council Chair, an ex officio member of all committees, is not included in this number.

## **2.3 Standing Committee Meetings**

Each committee shall meet by teleconference or in person at least once a year. At all committee meetings, a majority of the members shall constitute a quorum for the transaction of business and a majority vote of those present and voting shall decide on all matters.

## **2.4 Standing Committee Minutes**

The committee chair shall keep, or cause to be kept, minutes of all committee meetings. Committee minutes shall be approved by a majority vote at the subsequent committee meeting, and shall be forwarded, after approval, to the President/CEO of the Association, who shall cause the minutes to be forwarded to Council and to be preserved for the permanent record of the Association.

## **Section 3. Audit Committee**

In conjunction with the Annual Meeting, the Council Chair shall appoint an Audit Committee of three members who do not serve on Council, one of whom shall be appointed chair. The chair of the Audit Committee shall not serve on the Finance Committee. At least two committee members shall be experienced financial executives. All actions and statements of the Audit Committee shall be presented to the Council.

The responsibilities of the Audit Committee shall be

- to select an independent certified public accountant to conduct the annual audit of the Association's finances,
- to review the annual audit,
- to review systems of internal control and oversee compliance by management of applicable policies and procedures,



- to make reports and recommendations to the Council regarding the audit.

#### **Section 4. Awards Committee**

The responsibilities of the Awards Committee shall be

- to conduct the Association's awards program by soliciting and evaluating nominations for awards that recognize excellence at the local and state levels,
- to make awards according to standards recommended by the Committee and established by the Council.

When an Award of Distinction is proposed, the Awards Committee shall forward its recommendation with supporting documentation to the Council for approval.

#### **Section 5. Finance Committee**

The responsibilities of the Finance Committee shall be

- to review and approve all budgets and financial reports of the Association,
- to advise Council on significant financial decisions,
- to monitor the administration, collection, and disbursement of the financial resources of the Association,
- to make reports and recommendations to the Council.

The Finance Committee shall meet prior to and prepare reports for each Council meeting. All actions and statements of the Finance Committee shall be presented to the Council. After approval, the budgets and financial reports shall then be presented by the Treasurer to the Council for approval. The Treasurer shall chair the Finance Committee. The chair of the Audit Committee shall not serve on the Finance Committee.

#### **Section 6. Investment Committee**

The responsibilities of the Investment Committee shall be

- to recommend and monitor a strategy for the investment and management of the Association's endowment fund in the most productive and secure manner.

The Treasurer shall serve as a member of, but shall not chair, the Investment Committee and shall make a written report to Council of the Committee's findings. Because of specialized expertise and long-term guidance required for successful



investment management, Investment Committee members are not subject to term limits outlined for other committees.

## **Section 7. Membership Committee**

The responsibilities of the Membership Committee shall be

- to promote membership in the Association
- to advise the Council and staff of the Association on membership matters, categories of membership, and membership benefits.

## **Section 8. Professional Development Committee**

The responsibilities of the Professional Development Committee shall be

- to review professional development programs of the Association, including content and format, and
- to advise the Council and staff of the Association on the goals and functions of its professional development program.

## **Section 9. Professional Standards and Ethics Committee**

The responsibilities of the Professional Standards and Ethics Committee shall be

- to review and recommend standards and related guidelines for the operation of and ethical considerations associated with historical organizations as well as for the Association.
- to oversee the Standards of Excellence Program (StEPS)
- to recommend standards, related guidelines, and ethical statements related to such matters for adoption by the Council.

## **Section 10. Publications Committee**

The responsibilities of the Publications Committee shall be

- to review the Association's publications program (including books and other media)
- to actively solicit subjects and possible authors
- to advise the Council and staff of the Association on the goals, functions, and performance of the book publication program.



- to work closely with the Association's staff member charged with implementing the publications program.

The Publications Committee's responsibilities do not include overseeing the Association's periodicals.

## **Section 11. Governance Committee**

The responsibilities of the Governance Committee shall be

- to continually evaluate the effectiveness of the Council and its policies, rules, and regulations to ensure they are consistent with the AASLH Constitution, Bylaws, and Standards of Council Conduct
- to evaluate the need and plans for continuing education of Council members, including but not limited to, orientation, special presentations at meetings, and availability of printed material and outside seminars.
- to develop and provide, in collaboration with the Leadership Nominating Committee, the resources for identifying, recruiting, educating, cultivating, utilizing, and monitoring the leadership of a high-functioning national organization that models best practices for its members and the field.

## **Article VIII. Meetings**

### **Section 1. Annual Business Meeting**

The Association shall hold an Annual Business Meeting at such time and place as the Council shall determine. One hundred (100) members shall constitute a quorum for the transaction of business. The Association shall hold such other meetings as shall be deemed advisable by the Chair. Members shall be notified in writing which may be via electronic mail or fax of all meetings at least fifteen (15) days in advance.

## **Article IX. President/Chief Executive Officer**

### **Section 1. Relationship between Council and President/CEO**

The President shall serve as the Chief Executive Officer (CEO) of the Association and shall hold his or her position at the pleasure of the Council. The employees of the Association shall serve at the pleasure of the President/CEO. The Council is responsible



for establishing appropriate personnel policies, including grievance procedures and an appeals process.

## **Section 2. Compensation**

No official or employee of the Association shall be entitled to, or shall receive, any compensation for services rendered to the Association other than his or her salary, except by special resolution of the Council. No full-time employee of the Association shall accept other remunerative employment except with the prior written approval of the President/CEO. The President/CEO and other staff are permitted to accept honoraria and royalties for professional appearances and articles or books sold to publishers.

## **Section 3. Powers and Duties**

The President/CEO shall be responsible to Council for conducting the regular business of the Association. The duties of the President/CEO shall include but not be limited to day-to-day operations, including budgeting and financial management, human resources management, long-term planning, and programming. (S)he shall also represent the Association as appropriate. The President/CEO shall present a report of the activities of the Association at each Annual Business Meeting.

## **Article X. Financial Administration and Budget**

### **Section 1. Assignment of Responsibility**

The President/CEO of the Association shall be accountable to the Council for the financial health of the organization and shall be responsible for administration of the Association's funds in accord with the current finance manual and policies established by the Council.

### **Section 2. Treasurer and Finance Committee Roles**

The Treasurer and the Finance Committee shall advise the President/CEO and the Council on financial matters, in accord with Article III, Section 6 and Article VII, Section 5.

### **Section 3. Fiscal Year**



The fiscal year shall be July 1 through June 30.

#### **Section 4. Accounting Standards**

The Association's funds shall be managed and financial records shall be maintained in accord with Generally Accepted Accounting Principles (GAAP).

#### **Section 5. Funds**

Funds shall be organized into unrestricted, temporary restricted, and permanently restricted (endowment) accounts and shall be managed in accordance with any and all restrictions placed on them by donors or at the direction of the Council.

#### **Section 6. Financial Policies and Procedures**

Upon recommendation of the Finance and Audit Committees, the Council shall adopt and periodically review and amend a comprehensive set of financial policies and procedures for the management and administration of Association funds, including, but not limited to, cash management, purchasing, and investment.

#### **Section 7. Annual Budget**

In consultation with the President/CEO, the Treasurer shall propose an annual budget to the Finance Committee for recommendation to the Council. The Treasurer shall present the Finance Committee's recommendation for adoption at the last regularly scheduled meeting of the Council before the beginning of the subsequent fiscal year.

#### **Section 8. Investment Policy**

In compliance with Article VII, Section 6, the Investment Committee shall review and recommend for approval of the Council policies and strategies for investment of the Association's endowment funds and any other funds that the Council may designate. The President/CEO shall be accountable for administering these investments as directed by the Council. The Investment Committee shall meet quarterly and report to the Council on the performance of the investment accounts at each Council meeting and as needed and shall recommend any changes in the investment policies and strategies for approval by the Council.

#### **Section 9. Security Bonds**



The Association shall obtain an adequate security bond or similar device to protect all officers and employees responsible for financial management in a sum that the Council shall determine.

### **Section 10. Audit Process**

Within 180 days after the close of the fiscal year, the Audit Committee shall submit to the Council, in writing, a statement of the financial condition of the Association, which shall be audited by a certified public accountant, consisting of a balance sheet and related statements of income and expense and of changes in all funds for the fiscal year then ended. At the same time, the Audit Committee shall submit in writing its review, comments, and recommendations regarding the financial administration of the Association as related to the findings of the audited financial statements to Council per Article VII, Section 3.

### **Section 11. Limitations**

All of the Association's assets, property, funds, and records are restricted to the business of the Association. AASLH officers, Council members and staff are responsible for preventing the loss, damage, misuse or theft of the Association's assets, property, funds, or records. Mismanagement of organizational assets resulting in the loss, damage, misuse or theft of said assets, property, funds and records will be considered a breach of trust and addressed as appropriate by law.

## **Article XI. Amendments**

### **Section 1. Amendments Proposed**

Any two (2) Council members or fifty (50) Association members in good standing may propose amendments to these Bylaws. Proposed amendments shall be made in writing and sent to the President/CEO in time for the Council to consider them and at least thirty (30) days in advance of the Annual Business Meeting at which they are to be considered.

### **Section 2. Adoption**

An amendment is adopted if approved by a majority of the Council and a majority of the members present and voting at the Annual Business Meeting. If a proposed amendment



is not approved by the Council, an amendment is adopted if approved by two-thirds (2/3) of the members present and voting at the Annual Business Meeting.