

# THE ADULT HIGHER EDUCATION ALLIANCE BYLAWS

## **Article One: Name**

Section 1. The name of this corporation shall be The Adult Higher Education Alliance. [Changed from "The Alliance: An Association for Alternative Degree Programs for Adults" at the November 1998 Annual Conference.]

## **Article Two: Goal and Purposes**

Section 1. The goal of The Adult Higher Education Alliance (AHEA) is to help institutions develop learning environments and programs suitable for adults pursuing higher education for personal and professional development in certificate and degree programs.

Section 2. The purposes of AHEA are:

- a. To provide a forum for professional educators to share resources and information about alternative degree programs.
- b. To serve as a vehicle for cooperative consultation and collaboration among professionals in the field.
- c. To present and defend the legitimacy, integrity, and unique qualities of higher education programs designed specifically for adult learners.
- d. To promote the rights of adult students.
- e. To influence institutional and public policies concerning standards of good practice in adult higher education. and
- f. To promote cultural diversity and multicultural perspectives and maintain that commitment by incorporating such perspectives into the policies, procedures, and practices of alternative degree programs for adults.

## **Article Three: Membership**

Section 1. There shall be two categories of membership: Individual and Student. However, an Honorary membership may be bestowed upon an individual at the request of a member of the AHEA Board of Directors.

Section 2. Any individual interested in the purposes of AHEA shall be eligible for membership. Such membership shall become effective upon payment of attendance to the annual conference.

Section 3. In all business of the Alliance, an Individual Member or a Student Member shall have one vote. Honorary members shall not have voting rights.

Section 4. Membership shall lapse if the member does not register for the annual conference.

## **Article Four: Meetings**

Section 1. There shall be an annual business meeting of the membership during the yearly conference.

Section 2. To conduct business at the annual meeting, a quorum shall be defined as a minimum of fifteen (15) voting members.

## **Article Five: Order of Business**

- a. Verification of a quorum present

- b. Approving the minutes of the preceding meeting
- c. Reports of Committees
- d. Reports of Officers
- e. Old and Unfinished Business
- f. Announcement and establishment of newly elected officers to the Board of Directors
- g. Other New Business
- h. Adjournment

**Article Six: Board of Directors**

- Section 1. The Board of Directors shall consist of the officers of AHEA. The President of AHEA shall be the Chair of the Board Directors.
- Section 2. The Board of Directors shall control and manage the affairs and business of the organization. The Board shall act in the name of the organization during meetings convened by the Chair after due notice to all officers.
- Section 3. To conduct the Board's business, a quorum shall be defined as fifty (50) percent of the Board members plus one (1) Board member.
- Section 4. The Board of Directors shall meet regularly throughout the year. Each member shall have one vote, and voting may not be done by proxy.
- Section 5. The Board of Directions may make such rules and regulations covering its meetings as it determines necessary.
- Section 6. An officer of AHEA may be removed for cause. The Board of Directors shall hear any charges against an officer, who, during the hearing, may be represented by counsel. The Board shall adopt such rules for hearing, as it may consider necessary for the organization's best interest.

**Article Seven: Nominations and Elections**

- Section 1. There shall be an Election Committee, consisting of three (3) members of the Board of Directors.
- Section 2. The Election Committee will be responsible for ensuring the proper conduct of elections.
- Section 3. Approximately one (1) month prior to the annual meeting, a call for nominations for the offices and positions for which the term(s) are scheduled to expire shall be issued to the members who have registered for the upcoming annual conference. Only members in good standing may be nominated. Good standing is a member who has submitted payment for the upcoming conference.
- Section 4. The Election Committee shall prepare and report to the current Board for review and/or approval a slate of one or more candidates for each of the positions for which an election is held.
- Section 5. During the members' registration process at the annual conference, a ballot shall be given to all voting qualified members of the Alliance in good standing (individual, student). The ballots shall contain the slate prepared by the current Election Committee for the officers and positions up for election and shall allow for write-in nominations for each position.
- Section 6. The ballots will be returned by the end of the first conference day to be tallied by the current Election Committee. In the event of a tie vote for a specific office, a majority vote of the full current Board shall resolve the tie.
- Section 7. The votes will be tabulated, reported to the membership during the business meeting at the annual

conference, and subsequently posted on the website.

Section 8. The newly elected Board members shall assume office after the business meeting at the annual conference.

Section 9. In the case of a vacancy, the Board will appoint an interim until a formal election occurs.

#### **Article Eight: Officers and Terms of Office**

Section 1. The officers of AHEA shall be President, President-Elect, Past President, Treasurer, Secretary, and four (4) Directors-at-Large. All officers shall be elected during the business meeting held at the annual conference.

Section 2. All Board members are expected to attend monthly AHEA Board meetings and participate in sub-committees. If AHEA obligations are not met by an officer, the Board may vote and determine that the position has been made vacant for the period of time left on the officer's term of office and may hold an election if deemed necessary.

Section 3. The President-Elect will serve as President-Elect for a term of one (1) year on the Board. The president-elect must have held a board position for at least one (1) year prior to taking office.

- a. The President-Elect shall become acting President if the current President is absent or unable to fulfill the duties of President, and shall have all the rights, privileges, and power as if duly elected President. In the event the President-Elect is unable to assume the duties of President prior to their term, the Past-President may assume the duties of President during the interim. The Board will vote on any changes of duties.
- b. The President-Elect shall serve on the Board of Directors for one (1) year before assuming the position of President. The President will serve for a term of one (1) year on the Board. The President will preside at all membership meetings and Board of Directors meetings. The duties of the President shall include:
  - i. Presenting an annual report of the organization during the annual conference,
  - ii. Appointing all committees, temporary or permanent,
  - iii. Assuring that all books, reports, and certificates are properly kept or filed as required by law,
  - iv. Signing checks and drafts for the organization, and
  - v. Exercising powers as may be reasonably construed as belonging to the chief executive of an organization.
  - vi. Shall plan, organize, and facilitate the annual conference the year prior to becoming President.
- c. At the end of one (1) year of service, the President shall become the Past-President and serve on the Board of Directors. The Past-President will serve for a term of one (1) year, for a total of three (3) consecutive years of service.

Section 4. The Treasurer is elected to a two-year term. The Treasurer's duties shall include:

- a. Shall have the care and custody of all monies belonging to AHEA and shall be solely responsible for such monies or securities and tax reporting.
- b. Shall pay bills incurred by the association.
- c. Shall provide the Board of Directors with regularly printed reports of the financial status of the association.

- d. The Treasurer maintains the attendance list from the last conference as the record of the current membership.
- e. The Treasurer will have the responsibility of utilizing and maintaining credit card duties.
- f. Shall exercise all other duties incident to the office.
- g. The Treasurer can be re-elected but for no more than three (3) consecutive terms.

Section 5. The Secretary is elected to a two-year term. The Secretary's duties shall include:

- a. Keeping the minutes and records of the organization in appropriate books.
- b. Filing any certificate required by any statute, federal or state.
- c. Maintaining records, in conjunction with the association's archivist and seal of the organization.
- d. Keeping minutes of all meetings of the Board of Directors and annual business meetings.
- e. Attend to all other duties to the office of Secretary.
- f. The Secretary can be re-elected but for no more than three (3) consecutive terms.

Section 6. Each of the four (4) Directors-at-Large shall be elected to two-year terms. Each Director's specific responsibilities shall vary according to the individuals in the position and the association's needs. At a minimum, one (1) Director-at-Large will chair the Awards and Scholarship Committee and other duties may fall in such areas as public relations, cultural diversity, organizational effectiveness, and scholarship and awards. A Director-at-Large can be re-elected but for no more than three (3) consecutive terms.

Section 7. No officer holding office shall be entitled to receive any salary or compensation from the association. However, nothing herein shall be construed to prevent an officer from receiving any compensation from the organization for duties other than an officer.

Section 8. After serving in any Board role for three (3) consecutive terms an individual is ineligible to serve on the Board of Directors for a period of 12 months.

Section 9. The Board of Directors will include a Director of Book Series. The Director of Book Series is an ex-officio member. The Board appoints the Director, and the term will be negotiated between the Director and the Board. Additionally, in the event the Conference Chairperson is not an elected Board member, the position will be a non-voting Board position.

#### **Article Nine: Salaries**

Section 1. The Board of Directors shall hire and fix compensation for any employees judged to be necessary for the organization's operation.

#### **Article Ten: Committees and Task Forces**

Section 1. There shall exist such committees, permanent and temporary, as the Board of Directors deems necessary to meet the association's goals.

Section 2. There shall exist such task forces as desired by the membership to provide an avenue for discussion and action on the profession's issues and concerns.

#### **Article Eleven: Dues**

Section 1. The association's dues/annual conference costs shall be determined by the Board of Directors, with specific amounts for both individual and student memberships. Dues shall be payable at the annual conference.

### **Article Twelve: Regions**

- Section 1. AHEA shall be formed into regions if the Board of Directors shall deem it advisable.
- Section 2. AHEA shall support and promote regional meetings and activities to achieve the objectives of the association.

### **Article Thirteen: Amendment of Bylaws**

- Section 1. Motions to amend the By-laws may be put forth by:
- a. The Board of Directors, or
  - b. A standing or sub-committee of the association, or
  - c. By petition from the membership agreed to by a minimum of 20 members in good standing
- Section 2. Bylaws are amended by vote of the membership, either at the annual business meeting, by direct mail, or via the internet.
- Section 3. A motion to amend the Bylaws must be distributed to the members approximately one (1) month to the vote. the proposed amendment will be disseminated by electronic messaging. In that case, a discussion will occur via email lists, and comments may be posted on the website for member review prior to the vote.
- Section 4. An affirmative vote of a minimum of 15 members is needed if the vote is conducted at the annual conference meeting. If mail or internet voting is conducted, two-thirds of the membership's quorum is required. Membership in this instance will be those who attended the last annual conference.
- Section 5. If an amendment is proposed at a time other than at the annual business meeting, ballots must be cast postmarked or sent via the internet within 60 days of the date the motion was disseminated.
- Section 6. Amendments will go into effect 30 days after adoption.

### **Article Thirteen: Dissolution**

- Section 1. Dissolution of the association is dependent upon a two-thirds vote of the membership. Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, donate all the remaining assets of the association to be equally divided between the United Negro College Fund and the Alpha Sigma Lambda National Honor Society for Nontraditional Adult Students. If either organization no longer exists, the other organization will receive all the funds. If both organizations no longer exist, the Board will identify another agency or organization committed to the support of adult learners to receive the remaining association assets.

Advised and approved:

October 1994, Breckenridge, Colorado

Amended: October 1998, San Diego, California

Amended: February 2001. by mail out ballot following discussion at October 2000, meeting in Chicago, Illinois

Amended: October 2003, Asheville, North Carolina

Amended February 2008 by email ballot following discussion at October 2007 business meeting in Dayton, Ohio

Amended March 2021. Virtual Annual Conference

Amended March 2022, Virtual Annual Conference