BYLAWS OF THE ADULT HIGHER EDUCATION ALLIANCE

Article One: Name

Section 1. The name of this corporation shall be The Adult Higher Education Alliance (henceforth referred to as "the organization" in this document). [Changed from "The Alliance: An Association for Alternative Degree Programs for Adults" at the November 1998 Annual Conference.]

Article Two: Purpose and Goals

Section 1. The purpose of the organization is to help education-focused practitioners and researchers develop learning environments and programs suitable for adults pursuing higher education for personal and professional development in certificate and degree programs.

Section 2. The goals of the organization are to provide a forum for shared practice and consultation for the adult higher education community. The organization brings together the needs and interests of various disciplines, including both traditional and nontraditional programming, while maintaining the academic integrity of educational programs. We support practitioner research that links theory and practice for better teaching, learning, and scholarship. We are also committed to the inclusion of cultural diversity and multiculturalism in the policies, procedures, and practices of adult learner programs. Our work goes further to influence institutional and public policy to ensure high-quality practice across all forms of adult learning in higher education.

Article Three: Membership

Section 1. There shall be two categories of membership: Full and Honorary.

Section 2. Any individual interested in the purposes of the organization shall be eligible for Full membership. Such membership shall become effective upon payment of registration to the annual conference (either virtual or in-person) and be considered in good standing with all the rights, privileges, and responsibilities of membership. Membership shall be active from February 1 of the year on which meeting attendance fees are paid *or* the date they are paid (whichever is later), until January 31 of the following year.

Section 3. Membership shall lapse on January 31 of the following year if the member does not register for the annual conference in that year.

Section 4. The rights of Full membership shall include, but not be limited to the following:

a. To nominate and be nominated for election to the Board of Directors.
b. To vote in elections and other organizational matters.
c. To attend the annual conference in the year in which membership fees are paid.
d. To submit presentation proposals for the annual conference.

Section 5. Honorary membership may be bestowed upon an individual at the request of a member of the organization's Board of Directors and subsequent approval vote of the Board. Honorary membership shall be lifelong once bestowed. An Honorary Member is a person who is granted membership in the organization as a mark of distinction or recognition without fulfilling the usual requirements or obligations of Full membership. This type of membership is often bestowed to honor significant contributions, achievements, or dedication that align with the goals and values of the organization. Honorary Members do not have the same rights or responsibilities as Full Members, such as voting or nomination rights or eligibility to run for the Board of Directors or regular attendance expectations, but are acknowledged for their special status or impact. Honorary Members may attend the annual conferences at the Board Member rate. Honorary membership may be revoked by a two-thirds (2/3)

vote of the Board of Directors.

If an Honorary Member wishes to vote in upcoming elections, they may do so by paying the current year's graduate student registration rate for the annual conference. This will temporarily grant them Full membership for the year that they registered and until they no longer pay for conference registration.

Section 6. In all business of the Alliance, a Full Member shall have one vote. Honorary Members shall not have voting rights.

Article Four: Meetings and Quorums

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

Section 2. To conduct business in-person at the annual business meeting, a quorum shall be defined as a minimum of fifteen (15) Full Members.

Section 3. To conduct business via a vote of the Full membership, either electronically or by mail, a quorum shall be defined as a minimum of twenty-five (25) percent of the current roster of eligible Full Members.

Article Five: Order of Business at Business Meetings

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

Article Six: Board of Directors

Section 1. The Board of Directors shall consist of the officers of the organization. The President of the organization shall serve as the Chair of the Board Directors.

Section 2. *Ex officio* members may attend all Board meetings and participate in discussions but shall not possess voting rights. The Board of Directors will include a Director of Book Series. The Director of Book Series is an *ex officio* member of the Board. The Board appoints the Director, and the term will be negotiated between the Director and the Board.

Additionally, in the event the Conference Committee Chairperson is not an elected officer, the position will be an *ex officio* Board position.

Section 3. 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 board meetings convened by the Chair after due notice to all officers.

Section 4. To conduct the Board's business, a quorum shall be defined as a simple majority of the voting Board members [greater than fifty (50) percent].

Section 5. The Board of Directors shall meet regularly throughout the year. Each member shall have one vote, and voting may not be done by proxy or absentee vote.

Section 6. The Board of Directors may make such rules and regulations governing its meetings as it determines necessary, as long as they do not contradict anything explicitly stated within these bylaws.

Section 7. Board members will be honest, respectful, inclusive, conduct themselves professionally, and be committed to the organization's mission throughout the course of their term of office.

Article Seven: Nominations and Elections

Section 1. There shall be an Election Committee, consisting of three (3) members of the Board of Directors. Current members of the Board of Directors who are submitting for election to the Board, either for re-election of the same position or election to a new position, are ineligible to serve on the Election Committee.

Section 2. The Election Committee will be responsible for ensuring the proper conduct of elections.

Section 3. At least five (5) weeks prior to the start of the annual in-person conference (or the virtual conference, if no in-person conference takes place that year), but no earlier than February 1, a call for nominations for the offices for which the term(s) are scheduled to expire shall be issued to the Full members who have registered for the upcoming annual conference. Only Full members in good standing at the time the call for nominations is communicated may be nominated.

Nominations are due to the Election Committee by the tenth (10^{th}) business day after the call for nominations is sent to the membership. Once nominated, the nominees will be contacted by the Election Committee to accept the nomination and submit a short biography to be included in the election materials provided to the membership.

Nomination acceptance and biography are due to the Election Committee on the fifth (5^{th}) business day after the close of nominations by each nominee to be considered for inclusion on the slate for the election.

Section 4. The Election Committee shall prepare and report to the current Board for review and approval a slate of one or more candidates for each of the offices for which an election is held within two (2) business days of the closing of nomination acceptance by nominees. This can be done electronically if a meeting of the Board cannot be scheduled during this timeframe.

Section 5. At least seven (7) business days prior to the opening of the annual conference, a ballot shall be sent electronically to all Full Members of the organization in good standing. The ballots shall contain the slate prepared by the current Election Committee for the officers up for election.

Section 6. All ballots must be submitted by midnight Eastern Time (ET) of the fifth (5^{th}) business day after the distribution of ballots to the membership 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 and reported to the membership during the business meeting at the annual conference, and subsequently posted on the website.

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

Section 9. In the case of a vacancy, the Board may 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 prior to and installed at the business meeting held at the annual conference.

Section 2. All officers are expected to attend monthly AHEA Board meetings and participate in committees.

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 serve on the Board of Directors for one (1) year before assuming the position of President.
b. 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.
c. If the President-Elect is unable to assume the duties of President at the designated start of their term, then the President and Past-President shall continue on in their respective roles for an additional year, and the newly elected President-Elect shall fill that role.
d. The President-Elect shall plan, organize, and facilitate the annual conference the year prior to becoming President.

Section 4. The President will serve as President 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:

a. Presenting an annual report of the organization during the annual conference,
b. Constituting the membership of all standing committees and all task forces from among the members of the Board of Directors and the Full members of the organization, and selecting the chair for each of these bodies, as they deem appropriate,
c. Assuring that all books, reports, and certificates are properly kept or filed as required by law,
d. Approve expenses requested for the organization that have not been previously approved by the Board (as described in Article Nine below),
e. Maintaining the attendance list from the last conference as the record of the current membership,
f. Exercising powers as may be reasonably construed as belonging to the chief executive of an organization, and
g. At the end of one (1) year of service, the President shall become the Past-President and serve on the Board of Directors.

Section 5. The Past-President will serve as Past-President for a term of one (1) year, for a total of three (3) consecutive years of service. The Past-President cannot be elected as President-Elect for at least three (3) years after the end of their term.

Section 6. The Treasurer is elected to a two-year term. The Treasurer's duties shall include:

a. The care and custody of all monies belonging to the organization and sole responsibility for such monies or securities and tax reporting.
b. Payment of bills incurred by the association.
c. Providing the Board of Directors with monthly reports of the financial status of the association, and actual bank statements every six (6) months.
d. Having the responsibility of utilizing and maintaining credit card duties.
e. Exercising all other duties incident to the office.
f. The Treasurer can be re-elected but for no more than three (3) consecutive terms.

Section 7. 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 8. 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 9. 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 or for reimbursement for Board-approved expenses incurred on behalf of the Alliance.

Section 10. 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. The exception to this being the Past-President, who is ineligible to serve as President-Elect for at least three (3) years after their term ends, but can serve in other roles if nominated and elected [unless they meet the three (3) consecutive terms on the Board of Directors definition described here].

Section 11. An officer of AHEA may be removed for cause. A motion to remove an officer can be submitted by any member of the organization in writing to the President or Secretary of the organization. This motion should specify the causes for considering removal of the officer. Within thirty (30) days of receipt of written notification of the motion to remove the officer, the Board of Directors shall hear any charges against the officer, who, during the hearing, may be represented by counsel. The Board shall allow for witnesses and evidence for both sides during the hearing. A two-thirds (2/3) vote of the quorum of the Board members present for the hearing, not including the officer under consideration of removal as part of the quorum or as eligible to participate in the vote to remove, shall be required to remove the officer. If the officer under consideration of removal is the President, then the Past President shall preside over the hearing.

Article Nine: Finances

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

Section 2. Any organization expenses totaling under five-hundred dollars ($500.00) can be approved by the President, upon consultation with the Treasurer, without prior approval of the Board of Directors. Such expenses should be reported to the Board no later than the next scheduled meeting of the Board.

Section 3. Any organization expenses totaling five-hundred dollars ($500.00) or more shall require prior vote for approval by the Board of Directors before being incurred and paid by the organization.

Section 4. In the event of an unforeseen circumstance where an organization expense of five-hundred dollars ($500.00) or more needs approval in a timeframe that does not allow for the Board of Directors to vote on approval prior to being paid, the President may, at their discretion and in consultation with the Treasurer, approve the expense on their own. In this instance, the President will inform the Board of this expense within one (1) business day of the payment of the expense. This should be done as a last resort option, as Board approval should ideally be obtained prior to such payments being made, if at all possible, even if via email discussion and vote as opposed to a formal Board meeting.

Article Ten: Committees and Task Forces

Section 1. There shall be two (2) types of committees within the organization, standing committees and task forces.

Section 2. Standing committees are established by these bylaws and shall be constituted each year from the members of the Board of Directors and Full Members of the organization at the discretion of the President. The Board of Directors can vote to not constitute a standing committee in a given year if determined there is no need to have the committee meet to conduct business. If this same committee is to be left unfulfilled for a second (2^{nd}) consecutive year, then it shall be considered for removal as a standing committee via a bylaws amendment. The standing committees of the Alliance are:

a. Bylaws Committee
b. Conference Proposals Committee
c. Election Committee
d. Conference Planning Committee
e. Conference Proceedings Committee
f. Knowledge Bites Committee
g. Awards and Scholarship Committee

Section 3. Task forces are established by a vote of the Board of Directors as they deem necessary to meet the organization's goals. A task force may be recommended on a short-term basis to determine if a standing committee is needed in the particular area of concern for the committee, for example. Once recommended by a member of the Board of Directors and approved by the Board, they shall be constituted each year from the members of the Board of Directors and Full members of the organization at the discretion of the President. Task forces shall exist for a maximum of two (2) consecutive years and then be disbanded, unless a majority of the Board of Directors agrees to disband the task force prior to the completion of their work. If a task force is determined by the Board to need to continue past two (2) consecutive years, then it shall be considered for conversion into a standing committee via a bylaws amendment.

Section 5. The chairs for all standing committees and task forces shall be selected by the President at their discretion from among the Full Members of the organization.

Article Eleven: Dues

Section 1. The organization's dues/annual conference costs shall be determined by the Board of Directors, with specific amounts for individual memberships. Dues shall be payable prior to or at the annual conference to be considered a Full Member of the organization for the current membership year.

Article Twelve: Regions

Section 1. The organization may be formed into regions if the Board of Directors shall deem it advisable.

Section 2. The organization will support and promote regional meetings and activities to achieve the objectives of the organization whenever feasible and appropriate to do so, as determined by the Board of Directors.

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 committee or task force of the association,

c. By motion from any Full Member during the annual business meeting, or
d. By petition from the membership agreed to by a minimum of twenty (20) Full Members.

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 at least thirty (30) days prior to the vote. The proposed amendment(s) may 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. A two-thirds (2/3) affirmative vote of a quorum is needed if the vote is conducted at the annual conference meeting. If mail or internet voting is conducted outside of an annual conference meeting, 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 via the internet within 30 days of the date the motion was disseminated.

Section 6. Amendments will go into effect 30 days after adoption unless otherwise specified in the motion to amend.

Article Fourteen: Dissolution

Section 1. Dissolution of the association is dependent upon a two-thirds (2/3) 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
Amended (tentatively) December 2025, by email ballot following online discussion