

BYLAWS
of the
AMERICAN ASSOCIATION FOR AFFIRMATIVE ACTION

ARTICLE I
GENERAL

Section 1 - Name

This organization shall be known as the American Association for Affirmative Action, hereinafter referred to as the “Association,” a not-for-profit corporation organized under the laws of the District of Columbia.

Section 2 - Purposes

- a. To provide a body that fosters the implementation of affirmative action and equal opportunity nationwide.
- b. To establish and maintain professional and ethical standards for the profession.
- c. To promote the professional growth and development of its members.
- d. To provide formal liaison with federal, state, local and international agencies involved with equal opportunity compliance in employment and education.
- e. To provide liaison with other organizations committed to the same objectives.
- f. To provide forums, informed speakers, make presentations, and develop and disseminate materials that are relevant to the implementation of affirmative action objectives.
- g. To sponsor education and training programs.
- h. To sponsor and conduct research that will further the purposes and objectives of the Association.
- i. To do any and all things necessary to carry out the programs of the Association or incidental thereto.

Section 3 - Basis of Operation

This Association is formed and operated as a non-profit organization. No part of any net earning and no dividends or other profits shall serve to the benefit of any member or individual. It may maintain its principal office in such place and other offices in such places as the Board of Directors may, from time to time, determine. In the absence of an established national office, the Association shall be housed with the current President.

**AAAA Bylaws ARTICLE I
GENERAL - continued**

Section 4 - Dissolution

The Association may be dissolved by two-thirds (2/3) vote of the Board of Directors existing at that time. No member shall share in or receive any funds or other assets then remaining in the possession of the Association after payment of its debts and obligations, and any such funds or other assets will be contributed to a non-profit, tax-exempt organization having the same or similar purposes and conducting the same or similar activities to be selected by the Board of Directors.

**ARTICLE II
MEMBERSHIP**

The Association shall be an organization comprised of a diverse membership which seeks members in good standing in all states and territories of the United States.

Member in Good Standing. A member in good standing is a person who supports the purposes as stated in Article 1 and is a current dues-paying member as stated in Section 1-a & b below.

Section 1 - Classification

There shall be four categories of membership:

- a. Individual.** An individual membership entitles the holder to one vote. An individual member may hold office and receive all other privileges and benefits of membership.
- b. Organizational.** Organizational members include public and private educational institutions, corporations, and state and local units of government. Corporate members are entitled to at least one voting representative. The total number of voting representatives for each organization member shall be based on a formula in which the organization dues are a multiple of individual dues. Organization representatives are eligible to hold office and receive all other privileges and benefits of membership.
- c. Retiree Membership.** Retiree membership entitles the holder to one vote. A retiree member may hold office and receive all other privileges and benefits of membership.
- d. Student Membership.** Student Membership entitles the holder to one vote. Student members receive all other privileges and benefits of membership except holding office.
- e. Honorary.** Honorary memberships may be bestowed upon individuals who have rendered distinguished service in advancing or upholding the purposes of the organization. Nominations shall be given to the Membership Chair by any Association member in good standing. The Membership Committee will present recommendations to the Board. Award of Honorary memberships shall be determined by a majority vote of the Board of Directors. Honorary members may not vote or hold office.

**AAAA Bylaws ARTICLE II
MEMBERSHIP - continued**

Section 2 - Application

An institution or individual who is in accordance with the purposes of the Association may become a member of the Association by making application to the Treasurer of the Association. A membership that continues until the end of the Association's fiscal year becomes effective upon payment of the appropriate annual dues and application to the Treasurer of the Association. The Board of Directors shall resolve any question of eligibility for membership.

Section 3 - Dues

- a. Dues of the Association shall be set by the Board of Directors and confirmed by a majority vote of the membership.
- b. Dues may be divided between the Regional and National treasuries in a ratio to be determined by the Board of Directors.
- c. The membership year of the Association shall begin July 1st, and end the following June 30th.

Section 4 - Meetings

- a. A meeting of members for the transaction of business of the Association to be brought before it, shall be held each year, the exact time and place to be decided upon by the Board of Directors.
- b. Special meetings of the Association may be called by the Board of Directors, the Executive Committee, or by written demand to the Secretary of the Association by at least one-fifth (1/5) of the voting members of the Association.
- c. Notice of such meetings -- whether annual or special -- of the members of the Association shall be mailed to his/her last known post office address no less than sixty (60) calendar days prior to the date of any annual meeting or thirty (30) calendar days prior to the date of any special meeting. Notice of each special meeting shall also state the purpose for which it is to be held.
- d. A quorum for the conduct of business at any regular or special meeting shall consist of no less than fifty (50) voting members present at the meeting. Proxy votes shall not be allowed.
- e. The President, with the advice and consent of the Board of Directors, will determine the order of business at the annual meeting.
- f. Except as otherwise provided in the Articles of Incorporation and/or the Bylaws, all matters shall be determined by a majority vote of the registered members present and voting.

**AAAA Bylaws ARTICLE II
MEMBERSHIP - continued**

Section 5 - Rules

- a. The membership may make such rules as from time to time it shall deem necessary and proper for its own government and/or for the transaction of its business except as otherwise provided by these Bylaws.
- b. Any policy proposals for the Association must be submitted to the membership at least thirty (30) calendar days prior to the convening of the annual or special meeting. Any interim policies for the Association shall be developed by the Board of Directors and proposed to the membership for its ratification.

**ARTICLE III
ORGANIZATION STRUCTURE**

Section 1 – Regional Officers’ Duties

The Association may create or approve the formation of such affiliate branches or regional offices as shall be deemed advisable. No such branch or regional office shall be created or approved unless such branch or regional office shall have agreed to comply with rules and regulations as shall be prescribed by the Articles of Incorporation and by the Bylaws of the Association.

- a. **Responsibilities of the Regional Director.** The Regional Director must ensure that appropriate individuals are appointed to serve in critical roles as Chairperson/s of the committees of the Regional Leadership Council: Conference Planning Committee, Membership Committee, Nominations and Elections Committee. The Regional Director must also ensure that appropriate individuals are appointed to serve in the critical roles of State Coordinator.

The Regional Director works closely with the Regional Leadership Council to coordinate the work of the Region. This is done through scheduling and conducting conference calls and/or meetings. The Regional Director should ensure that the Region conducts an activity such as regular publication of a newsletter, hosts a conference, sponsors a workshop, or some other type of regional gathering at least once every two years. The Regional Director should maintain a listserv of regional members for the purpose of communicating with regional membership to make them aware of upcoming events.

The Regional Director is in constant communication with the national office of the American Association for Affirmative Action.

The Regional Director must prepare appropriate agendas for regional meetings that take place during national and regional conferences.

**AAAA Bylaws ARTICLE III
ORGANIZATION STRUCTURE - continued**

The Regional Director reviews and develops appropriate materials to be used for submission to AAAA's national web site support group to update the Region information. Additionally, as the Regional Director, individuals who visit the web site can e-mail their questions directly to you. The Regional Director is responsible for responding to these inquiries in a timely manner. If he/she is unable to answer an inquiry, the inquiry should be forwarded on to the appropriate individual and that individual asked to respond.

The Regional Director is expected to attend three meetings of the American Association for Affirmative Action's Board of Directors annually. These meetings take place in April (prior to national conference), September, and January and may be located anywhere in the United States. The Regional Director is responsible for creating and submitting a regional activity report to the AAAA national office for distribution at each of the meetings of the Board of Directors.

- b. Responsibilities of the Alternate Regional Director.** The Alternate Regional Director should be prepared to assume the responsibilities of the Regional Director should he/she become unable to fulfill their term. The Alternate Regional Director may serve as the Chairperson of the Regional Conference Planning Committee.
- c. Responsibilities of the Regional Secretary.** The Regional Secretary is expected to take minutes at regional meetings held during national and regional conferences, prepare minutes for review and approval of the Regional Leadership Council, and provide approved minutes to regional members during the next national or regional meeting.
- d. Responsibilities of the Regional Treasurer.** A region must petition the national Board of Directors for the right to maintain a regional treasury. The Board of Directors may rescind the right to maintain a regional treasury and recapture all funds of the region. If a region has a treasury, a Regional Treasurer shall be elected by a majority vote of the members of the region in the same procedure as the Regional Director. The Regional Treasurer shall serve for a two-year term.

(1) The Regional Treasurer shall have general charge and supervision of all books and records, and be responsible for all funds of the region. The Treasurer shall render financial statements to the Regional Director, and members of the region at official meetings of the region, or upon request of the Regional Director. The Regional Treasurer will maintain a three-signature checking account, with the Regional Director or Alternate Regional Director, national Treasurer and the Regional Treasurer being co-signatories. Two signatures shall be required on all withdrawals.

**AAAA Bylaws ARTICLE III
ORGANIZATION STRUCTURE – continued**

- (2) The Regional Treasurer shall make periodic reports to the National Treasurer in a form and at times determined by the National Treasurer and/or Finance Committee.
- (3) There shall be an annual audit of the regional treasury conducted as part of the national annual audit.
- (4) The Regional Treasurer shall be bonded.

Section 2 - Regions

- a. The Association shall be divided into ten (10) Regions. The states and territories which comprise each Region are:

Region I: Maine, Vermont, New Hampshire, Massachusetts, Connecticut, and Rhode Island

Region II: New York, New Jersey, Puerto Rico and the U.S. Virgin Islands

Region III: Pennsylvania, West Virginia, Virginia, Maryland, Delaware, District of Columbia

Region IV: Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Alabama, Mississippi, Florida

Region V: Minnesota, Wisconsin, Michigan, Ohio, Indiana, Illinois

Region VI: New Mexico, Texas, Louisiana, Arkansas, Oklahoma

Region VII: Nebraska, Iowa, Kansas, Missouri

Region VIII: Colorado, Montana, North Dakota, South Dakota, Utah, Wyoming

Region IX: California, Nevada, Arizona, Hawaii, Trust Territories, American Samoa, Guam, Mariannas

Region X: Washington, Oregon, Idaho, Alaska

- b. Each Region shall have a Director, an Alternate Director, and such other officers as may be designated by the region. The officers shall be elected in the same manners and term as the Regional Director.

**AAAA Bylaws ARTICLE III
ORGANIZATION STRUCTURE - continued**

Section 3 - Regional Officers' Elections

- a. Regional Directors. Regional Directors shall be elected by a majority vote of members of the region and shall be elected in odd or even numbered years, coinciding with the number of the region. Regional Directors shall assume office at the close of the next annual conference on a rotating basis between even and odd numbered years, i.e., Directors in odd numbered regions shall assume office in even numbered years, and Directors in even numbered regions in odd numbered years. In each region the election shall take place in the year prior to the expiration of term. Each Regional Director shall be elected for a two-year term. All candidates for Regional Director must at the time of election be residents in the region in which they are running. The incumbent Regional Director shall notify regional members by mail to submit name(s) of eligible nominees for each office. The incumbent director shall certify that each designated candidate for office has been a member of the Association for at least one calendar year. The incumbent shall provide a list of certified candidates to the regional membership at least thirty (30) calendar days prior to the date established for the election of the regional conference. Write-ins are permitted. The election of Regional officers shall be conducted by mail or electronic ballot as soon as practicable, but no later than December 31 of the appropriate even or odd year.
- b. An Alternate Regional Director, Secretary and Treasurer shall be elected from each region by the membership of that region, utilizing the same process used for electing the Regional Director.

In the event the Regional Director vacates that office, the alternate shall assume the position of Regional Director for the balance of the term of office so vacated.

- c. If both Regional Director and Alternate Regional Director vacate office, the national President shall, in consultation with the members of the region, designate an interim Director, subject to approval of the Board of Directors, to serve until the next regular election has been held and the successor(s) duly elected and qualified.

Section 4 - State Coordinators

- a. State Coordinators will be appointed by the Regional Director or elected by members in the state and shall be responsible for coordinating and conducting the business of the region at the state level.
- b. State Coordinators are responsible for keeping close communications with the Regional Directors and informing members in their respective states of pertinent Association developments.

**AAAA Bylaws ARTICLE III
ORGANIZATION STRUCTURE - continued**

Section 5 - Regional Councils

The State Coordinators within the boundaries of a region shall constitute a Regional Council whose function shall be to advise and assist the Regional Director and the Regional Officers in coordinating activities, serving the membership, and carrying out the Association's programs and activities within the region. The Council shall be encouraged to meet from time to time as determined by the Council and/or the Regional Director.

Section 6 – Advisory Council

The President may establish and appointment individuals to serve on an Advisory Council to the Board of Directors. Members of the Advisory Council may be corporate leaders. Individuals appointed to the Advisory Council should be dedicated to the mission and values of the American Association for Affirmative Action. Advisory Council members shall serve a two-year term. The Board of Directors shall meet annually with the Advisory Council.

Section 7 - Revocation

The Board of Directors of the Association may, by two-thirds (2/3) vote of the full Board, revoke or dissolve affiliation with any chapter or regional office if, in the judgment of the Board, such affiliated organization does not comply with the rules and regulations of the Association, or carries on activities inconsistent with the purposes of the Association or in violation of its Bylaws. Such revocation or dissolution may be carried out only for good and sufficient reason, and only after the affiliated organization has been given notice of revocation and afforded a hearing before the annual or a special meeting of the Association Board of Directors.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1 - Management

- a. The property and affairs of the Association shall be managed and conducted by its Board of Directors, the members of which shall serve as such without compensation; provided, however, that members of the Board of Directors may be reimbursed for reasonable expenses incurred in transacting the business of the Association.
- b. The Board of Directors, by a majority vote, may employ or retain a management firm and/or appropriate support staff to manage and administer the day-to-day affairs of the Association.

**AAAA Bylaws ARTICLE IV
BOARD OF DIRECTORS – continued**

Section 2 - Number and Qualifications

- a. The number of persons serving on the Board of Directors shall consist of the elected Officers, the Regional Directors, the at-large Directors, the immediate Past President and the Chair of the standing committees.
- b. To be qualified to serve, members of the Board of Directors shall be of the age of majority in the state of incorporation and shall be members in good standing within the Association.
- c. Directors shall be selected from representatives of the voting members of the Association as follows:
 - (1) One (1) Director from each of the ten (10) regions identified in Article III, Section 1, and shall be elected by the membership of the respective region.
 - (2) At the first meeting of the Board of Directors following the annual meeting, up to three (3) Directors-at-large shall be nominated by the President and approved by the Board of Directors to achieve diverse representation and breadth of experience. Directors-at-large shall serve a term concurrent with that of the President.

Section 3 - Limitation of Terms

No officer or director may serve more than two (2) full consecutive terms in the same office.

Section 4 - Annual Meeting of the Current Board and New Board of Directors

The Board of Directors shall hold a meeting for the purposes of organization and transaction of business, either prior to or immediately following and at the same place as the annual meeting of the Association.

Section 5 - Regular Meetings of the Board of Directors

The Board of Directors shall meet a minimum of two (2) times a year at a place designated by the President after having sought advice of the Board of Directors. Notice of each regular meeting shall be mailed to each Director at his/her last known post office address at least thirty (30) calendar days prior to the meeting, or notification may be given by telephone, electronic means or in person at least twenty-two (22) calendar days prior to the meeting.

Section 6 - Special Meeting of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by written request of any seven (7) members of the Board to the Secretary. Notice of each special meeting shall be mailed to each Director at his/her last known post office address at least twenty-two (22) calendar days prior to the meeting or may be given by telephone, electronic means or in person at least ten (10) calendar days prior to the meeting. Such notice shall specify the purpose(s) for which the meeting is called.

**AAAA Bylaws ARTICLE IV
BOARD OF DIRECTORS – continued**

Section 7 - Quorum and Voting

A quorum for the conduct of business at any annual, regular or special meeting of the Board of Directors shall consist of a majority of the members of the Board.

All matters before the Directors shall be decided by a majority vote of the total number of Directors qualified to vote. Any action that requires a vote of the Board of Directors must be forwarded to all members of the Board and shall be typed there on. Voting may occur by hard copy or electronically. A quorum must respond. A tally of such ballots shall be recorded in the minutes of the next meeting of the Board.

Section 8 - Removal of Director

Any Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors after it has been determined that he/she has acted in a manner detrimental to the best interest of the Association, has been given due notice of the intended action, and has been afforded an opportunity for a hearing before the Board of Directors. In the event the Director is a Regional Director, this same action also removes him/her from that office.

Section 9 - Rules

The Board of Directors may make such rules as from time to time it shall deem necessary and proper for its own governance and/or for the transaction of its business except as otherwise provided by the Articles of Incorporation, or these Bylaws.

**ARTICLE V
OFFICERS**

Section 1 - Officers

The Officers of the Association shall be Past President, President, First Vice President, Second Vice President, Secretary and Treasurer.

The terms of office will be as follows: Past President (1 year), President (2 years), First Vice President (2 years), Second Vice President (2 years), Secretary (2 years), Treasurer (2 years).

Section 2 - Elections

The Officers of the Association shall be elected by secret ballot. Nominations, both from the Nominating and Elections Committee and from the floor shall be received at the annual conference in odd numbered years. Nominated persons may be allowed to make appropriate speeches to conference participants. Ballots shall be forwarded to the membership not more than ninety (90) calendar days or less than sixty (60) calendar days following that conference. All members in good standing as of June 30 of the election year shall be eligible to vote.

The Nominating and Elections Committee shall conduct the election. The results of the elections shall be sent to all members of the Board upon completion of the tally. Following the elections and not later than January 31, all announcements of successful candidates (which includes electronic means) shall be included in the first general

**AAAA Bylaws ARTICLE V
OFFICERS - continued**

mailing to the membership in even numbered years. New officers shall take oath of office at the annual meeting and shall assume office on July 1. Immediately following the annual election, new officers are to work with current officers in order to facilitate a smooth transitional process.

Section 3 - Eligibility for Office

To be eligible for office, candidates shall have been a member of the Association for not less than one calendar year prior to the date of the annual meeting of the membership in which their name is submitted for nomination.

Section 4 - President

The President of the Association shall preside over all meetings of the membership, the Board of Directors, and the Executive Committee. The President shall prepare the agenda for all meetings of the Board of Directors and the Executive Committee. The President shall also serve as the primary spokesperson and representative of the Association. The President shall perform such other duties as the Board of Directors may direct.

Section 5 – First Vice President

The First Vice President shall assist the President as requested. In the event of the President's absence due to death, resignation, or removal from office, the First Vice President shall assume the office of the President and serve the unexpired term of that President. The First Vice President shall preside at meetings in the absence of the President. The First Vice President's primary function is to serve as the main liaison between the Officers of the Association and the Regional Directors.

Section 6 - Second Vice President

The Second Vice President shall assist the President as requested. In the event of the absence, death, resignation, or removal of the President and First Vice President, the Second Vice President shall assume the office of the President and serve the unexpired term of that President. The Second Vice President shall preside at meetings in the absence of the President and First Vice President. The Second Vice President's primary function is to serve as the main liaison between the Officers and the Association's Standing Committees.

Section 7 – Past President

The Past President shall assist the President as requested. The primary functions of the Past President are to ensure an organized transition of power to the incoming President and to serve as an advisor to the President and the Board of Directors.

**AAAA Bylaws ARTICLE V
OFFICERS - continued**

Section 8 - Secretary

The Secretary shall be responsible for seeing that all minutes of all meetings of the members, Board of Directors, and Executive Committee are recorded and distributed to all the appropriate groups and individuals. The Secretary shall see that an annual Association report is prepared for the membership. The Secretary shall be responsible for seeing that a record of all votes taken is kept and shall be responsible for maintenance of other such records and performing such duties as may be assigned by the President or Board of Directors. The Secretary's duties may be assigned, in part, to a Secretariat upon a majority vote of the Board of Directors.

Section 9 - Treasurer

The Treasurer shall have charge and supervision of all books and records of the accounts of the Association and shall have charge of and be responsible for all funds and securities of the Association. The Treasurer shall render financial statements to the Board of Directors at each of its regularly scheduled meetings and upon request of the Board. The Treasurer shall be responsible for maintaining an active file of membership. The office of the Treasurer shall have the usual power to give receipts and releases on behalf of the Association for cash, securities or other property delivered to it. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors. The Treasurer shall be bonded. The Treasurer's duties may be assigned, in part, to a Secretariat upon a majority vote of the Board of Directors. The Treasurer shall serve as an ex-officio member of the Finance Committee. The Treasurer shall have the authority to request and collect financial related information from regions.

Section 10 – Removal

Any officer elected or appointed by the members or by the Board of Directors shall be subject to removal for cause by a two-thirds (2/3) vote of the Directors then in office or by a majority vote of the members at a special meeting of the members of the Association called for that purpose. In case of the absence of an officer from the meetings of either the Board or the membership, the Board of Directors may, without removal, delegate the powers and duties of such office to any other officer or suitable member selected by the Board of Directors for a period of time determined by the Board consistent with the provisions of these Bylaws.

Section 11 - Vacancy

Vacancies occurring in the offices of the First Vice President, Second Vice President, Secretary or Treasurer may be filled by appointment by the President with the approval of the Board of Directors for the remainder of the unexpired term. Vacancies occurring in the Board of Directors, other than Officers and Regional Directors, may be filled by appointment for the remainder of the unexpired term by the President with the approval of the Board of Directors.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1 - Membership

The Officers of the Association shall constitute the Executive Committee.

Section 2 – Powers

The Executive Committee shall, between meetings of the Board of Directors, have all the powers and duties of the Board of Directors, that may be lawfully delegated.

Section 3 - Meetings

The Executive Committee shall meet at the request of the President, or any two (2) members of the Committee. Each Executive Committee member shall be given at least ten (10) calendar days notice of a scheduled meeting by mail, telephone, electronic means, or in person.

Section 4 - Quorum and Voting

A quorum for the conduct of the business of the Executive Committee shall consist of not less than four (4) officers. All matters before the Executive Committee shall be decided by a majority of the total number of members of the Committee.

Section 5 - Rules

The Executive Committee may make such rules as from time to time it shall deem necessary and proper for the governance and/or transaction of the business of the Board of Directors except as otherwise provided by these Bylaws or by resolution of the Board of Directors. The Executive Committee shall keep regular minutes of its meetings, which shall be sent after each meeting to all members of the Board of Directors.

ARTICLE VII STANDING COMMITTEES

Section 1 - Appointment of Committees

Chairpersons of all standing committees shall be appointed by the President with the approval of a majority vote by the Board of Directors. All committee chairpersons -- appointed -- shall be full voting members of the Board of Directors. The chairpersons shall have been members in good standing of the Association for at least one year prior to appointment. With the exception of the Nominating and Elections Committee, all other committees shall consist of the committee chair and at least two other individuals who are members in good standing of the Association.

Section 2 - Committee Procedures and Reports

- a. The President shall serve as ex-officio member of all standing committees except the Nominating and Elections Committee.

**AAAA Bylaws ARTICLE VII
STANDING COMMITTEES - continued**

- b. Each committee shall submit a report on its year's activities to the membership at the annual meeting. Each committee shall be responsible for establishing operational procedures appropriate to its function and shall be responsible for informing the Board of Directors of these procedures.
- c. The committee chair shall designate all other members of the committee and shall keep the Association Secretary informed of their names and addresses. A budget for each committee shall be approved by the Board of Directors. To the extent practicable, committee membership shall be broadly representative by region and by constituency. In order to vote, committee members shall be Association members in good standing.

Section 3 - Nominating and Elections Committee

- a. The Nominating and Elections Committee will be responsible for the development, notification and implementation of election procedures. The committee shall conduct the election of national officers. The chairperson of the Nominating and Elections Committee and four (4) additional persons to serve as members of the committee shall be elected by the membership. No two (2) members of the committee shall be from the same region.
- b. The Nominating and Elections Committee shall recruit candidates for national offices, establish and verify the qualifications of candidates for national offices, and transmit this information to the general membership. The Committee shall certify that each designated candidate for national office has been a member of the Association for at least one calendar year.

The Nominating and Elections Committee shall provide a list of certified candidates to the general membership at least thirty (30) calendar days prior to the election. Nothing contained herein shall preclude the election of write-in candidates. No person serving on the Nominating and Elections Committee shall be nominated by that committee to run for office.

Section 4 – Bylaws and Resolutions Committee

The Bylaws and Resolutions Committee shall review the Bylaws of the Association and recommend necessary changes to the Board of Directors not less than sixty (60) calendar days prior to the annual conference and to the membership not less than thirty (30) calendar days prior to the annual conference. Any changes in the Bylaws recommended by the Committee must be approved by a majority vote of the Board of Directors before submission to the membership for ratification.

**AAAA Bylaws ARTICLE VII
STANDING COMMITTEES - continued**

- a. The Bylaws and Resolution Committee shall receive resolutions from members. The Committee shall meet prior to the annual meeting to review and clarify proposed resolutions and to combine, if necessary any similar resolutions. All resulting proposed resolutions submitted to the Committee shall be presented in writing no later than the morning of the annual meeting to the members attending the annual conference with the Committee's recommendation for action. Resolutions not previously submitted to the Committee may be introduced from the floor by consent of two-thirds (2/3) of the members present and voting at the annual meeting.
- b. The Committee shall compile and maintain a cumulative register containing titles and principal subjects of all resolutions that have been adopted by the Association, including a record of action taken with regard to each.
- c. The Committee shall also maintain a roster of active resolutions, and review existing resolutions to consider their applicability and recommend their continuation or deletion from the active roster of resolutions.

Section 5 - Finance Committee

The Finance Committee shall prepare the annual budget, review and recommend fiscal policies for the Association, and monitor all fiscal matters pertinent to the Association's activities. The Treasurer shall serve as an ex-officio member of the Finance Committee.

Section 6 - Legislative Committee

The Legislative Committee shall be responsible for monitoring federal, state and local legislation, rules and regulations as they pertain to EEO/AA concerns, and initiating research and developing appropriate and timely position statements informing the membership and Board of Directors of pending legislative and governmental action.

Section 7 - Public Information Committee

The Public Information Committee shall be responsible for the preparation and distribution of the Association's newsletter. The Committee is also responsible for the dissemination of information regarding the Association to members and non-members, particularly students and various media.

Section 8 - Membership Committee

The Membership Committee shall consist of a chairperson and a diverse group of members (e.g. geographic, public/private sectors, gender, etc.).

The Committee shall coordinate implementation of the annual membership renewal process with the Executive Director. This process will verify that only members in good standing are afforded the benefits and privileges of membership. It will include a review and update of the membership roster and verification of eligibility to serve in any elected or appointed capacity.

**AAAA Bylaws ARTICLE VII
STANDING COMMITTEES - continued**

The Committee shall prepare membership campaign materials and proposals for an annual membership drive to be conducted in each region.

A report of the activities of the Membership Committee, including budget requests, shall be forwarded to the President who shall report such to the Board of Directors. A budget for the Membership Committee shall be approved by the Board of Directors in advance of each membership drive.

Section 9 - Personnel Committee

The Personnel Committee shall consist of at least three (3) members of the Board. The Personnel Committee shall be responsible for the development and implementation of personnel policies and procedures for all employees of the Association and/or other professionals retained to provide services to the Association. Affirmative Action and Equal Employment Opportunity laws, regulations and principles shall be incorporated into all aspects of the policies and procedures. The Committee shall make recommendations to the Board for final approval of all hiring, termination, salaries and other matters affecting conditions of employment or retention of service provided by contract. The Committee shall establish evaluation procedures as well as formal grievance procedures and shall serve as the grievance committee for all employees of the Association.

Section 10 – Professional Development and Training Committee

The Professional Development and Training Committee shall be responsible for oversight, management and direction for the AAAA Training Institute established to provide a specialized training program to qualify professionals entering or presently in the field of affirmative action/equal opportunity programs. The Professional Development and Training Committee shall also recommend other training and professional development activities to the Board of Directors on an on-going basis.

Section 11 – Conference Committee

The chair of the annual conference will be a member of the Board of Directors for the year preceding the annual conference.

Section 12 - Special Committees

- a. Task-oriented special committees may be established from time to time as the President and Board of Directors may deem appropriate. Such committees shall be specifically charged, and shall automatically be dissolved upon completion of their tasks.
- b. The President with the approval of a majority vote by the Board of Directors, shall appoint the chairperson of all other committees as deemed necessary by the Association. The President shall be ex-officio member of all such committees unless the Board of Directors directs otherwise.

**AAAA Bylaws ARTICLE VII
STANDING COMMITTEES - continued**

Section 13 - General Provisions Applicable to Standing and Special Committees

No standing committee shall have the power to bind the Association except when specifically authorized by the Board of Directors.

A quorum shall consist of a majority of the members of the committee. In the event a majority of the full committee membership does not concur on an issue, that issue may, at the request of any one member of the committee, be submitted to the full committee in written form for a vote.

Each committee shall have the power to adopt its own rules of procedure unless otherwise provided for in the Bylaws or by resolution of the Board of Directors or the Executive Committee.

**ARTICLE VIII
MISCELLANEOUS**

Section 1 - Fiscal Year

The fiscal year of the Association shall begin on the first day of July in each year and end the following thirtieth day of June.

Section 2 - Checks and Financial Drafts

All Association checks, drafts or orders for the payment of money shall be cosigned by the Treasurer and/or President and other person(s) as the Board of Directors shall have specified by resolution and unless specified otherwise by the Board of Directors.

Section 3 - Audit of Accounts

An audit of all receipts and disbursements of the organization will be conducted annually as directed by the Board of Directors.

Section 4 - Parliamentary Procedure

All meetings of the Association shall be governed by parliamentary law in accordance with Robert's Rules of Order.

Section 5 - Waiver and Consent

Appropriate notice of any meeting of the Board of Directors, the Executive Committee or any other duly constituted committee shall be deemed to have been given to any director, officer or member of such committee who attends the meeting except for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, or who waives notice by written communication either before or after such meeting. Such written waivers shall be recorded as part of the minutes and proceedings of the meeting.

**AAAA Bylaws ARTICLE VIII
MISCELLANEOUS - continued**

Section 6 - Action by Unanimous Consent

Any action required or permitted to be taken at any meeting of the Board of Directors, the Executive Committee or any duly constituted committee may be taken without a meeting by the written consent of all the directors, officers, or members of such committee, setting forth the action taken and signed by each member of the Board of Directors, Executive Committee or other committee concerned.

Section 7 - Position on Discrimination

The American Association for Affirmative Action has affirmed its opposition to policies and practices which deprive any individual of a right or privilege because of his/her race, sex, color, creed, religion, age, national origin, disability or sexual orientation and will interpret prohibited discrimination against any member of a protected group in a manner that is consistent with relevant constitutions, statutes, regulations, and guidelines.

Section 8 - Amendments

- a. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the membership.
- b. Amendments may be initiated by a Region, the Board of Directors, or the Bylaws and Resolutions Committee. Proposed amendments shall be first submitted to the Bylaws and Resolutions Committee which shall perfect the language, reconcile overlapping items, ensure such changes are not in violation of the Association Charter or of law, and forward the proposed changes to the Board of Directors not less than sixty (60) calendar days prior to the annual meeting. The Board of Directors shall submit those changes endorsed by a majority of the Board to the membership not less than thirty (30) calendar days in advance of the annual meeting.
- c. At the annual meeting, the Bylaws and Resolutions Committee shall report all proposed Bylaws changes to the general membership assembly with the Committee's recommendation for action. Amendments shall be adopted by two-thirds (2/3) affirmative vote of those eligible members present and voting, a quorum being present.
- d. Proposed amendments not previously submitted to the Committee, or which did not receive endorsement of the Board of Directors, may, upon consent of three-fourths (3/4) of those members voting, be introduced from the floor at the annual meeting. Prior to a vote by the assembly, any such proposal must be submitted in writing to the Bylaws and Resolutions Committee, which shall make an expeditious review and report its recommendation to the assembly.
- e. Bylaws amendments adopted at any annual meeting shall become effective at the close of such meeting, unless otherwise provided. It shall be the responsibility of the Board of Directors to implement such Bylaws changes.

Adopted: March 10, 1992

Updated: April 28, 2006