

# **Bylaws of the Carnegie Mellon University Alumni Association**

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# **Bylaws of the Carnegie Mellon University Alumni Association**

## **Article I.      STATEMENT OF PURPOSE**

The purpose of the Carnegie Mellon University Alumni Association (the Association) is to serve and promote the mutual interests of Carnegie Mellon University (the University) and its alumni through and in collaboration with the Office of Alumni Relations by: first, engaging alumni, students, parents, friends, and others through University volunteer opportunities; second, developing various programs in support of the University's alumni organizations; and third, providing a channel of mutual communication between the University and its alumni.

## **Article II.      MEMBERSHIP**

**Section 2.01**    Membership. The membership of the Association consists of Alumni Members and Honorary Members.

**Section 2.02**    Alumni Members. Alumni members of the Association include:

- (a) all persons who have been admitted to any school or college of Carnegie Institute of Technology or Carnegie Mellon University, who have completed at least one semester of classes, and who have left the University in good standing; and
- (b) all persons who have received an Honorary Degree from the University.

**Section 2.03**    Honorary Members. Honorary members of the Association are non-Alumni members who:

- (a) have received an Honorary Alumnus Award from the Board or have been selected by a graduating class as an Honorary Class Member; or
- (b) have made substantial contributions of time, effort, money and/or resources to the University and have been approved as an honorary member of the Association by a two-thirds vote of the Board.

**Section 2.04**    Alumni Defined. Except as otherwise provided, all references in these bylaws to alumni shall mean both men and women.

## **Article III.     AUTHORITY OF THE ASSOCIATION**

**Section 3.01**    Under the University's Authority. The Association shall operate under the authority of Carnegie Mellon University through the Office of Alumni Relations and shall be recognized as the parent organization of a variety of Constituent Units. Constituent Units are any group established

under the authority of the Association and include, but are not limited to, regional alumni clubs or chapters and special interest alumni associations.

**Section 3.02** Incorporation and Tax Status. As of the effective date of these bylaws, neither the Association nor any of its Constituent Units may be granted separate incorporation status or separate tax-exempt status. This section shall not apply to any Constituent Unit that has such status prior to the effective date of these bylaws.

**Article IV. THE RELATIONSHIP BETWEEN THE ASSOCIATION AND THE OFFICE OF ALUMNI RELATIONS**

The Association recognizes the direct relationship it has with the University's Office of Alumni Relations. Accordingly, the Association, its Board of Directors or any other subdivision, may seek the help, support, and assistance of the Office of Alumni Relations, in any manner deemed appropriate by the Board of Directors, in order to fulfill the purposes of the Association.

**Article V. BOARD OF DIRECTORS**

**Section 5.01** Authority of the Board. Except as otherwise provided, the Board of Directors of the Carnegie Mellon University Alumni Association (the Board) shall have full and sole authority to act on behalf of the Association in a manner consistent with the purposes of the Association, as stated herein.

**Section 5.02** Name. The Board of Directors of the Carnegie Mellon University Alumni Association may be referred to as the Board, the Alumni Association Board, or the AAB.

**Section 5.03** Composition of the Board

- (a) The Board shall be comprised of directors, officers, and ex-officio members.
- (b) Directors. There shall be no more than twenty two (22) directors. Each director shall have one vote. Except as otherwise provided, each director shall be elected by the Board to a four-year term.
- (c) Officers. The officers of the Board shall be the President, the Past President, the President-Elect, and the Secretary.
  - (i) Alumni Officers. The Alumni Officers are the President, the Past President, and the President-Elect. Each Alumni Officer shall have one vote. The Alumni Officers of the Board shall be selected and serve as provided in these bylaws.
  - (ii) Secretary. The Director of Alumni Relations shall serve as Secretary. The Secretary has no vote.

- (iii) Except as otherwise provided, all reference in these bylaws to officers shall mean the Alumni Officers.
- (d) Ex-Officio Members. The ex-officio members shall be the Vice President for University Advancement, a representative from the Andrew Carnegie Society, and the President of the Student Alumni Relations Council (SARC). Except as otherwise provided, ex-officio members have no vote. Ex-officio members are not elected by the Board.
- (e) No one shall serve in more than one Board position at any one time.

**Section 5.04** Meetings of the Board of Directors and its Committees

- (a) The Board shall hold at least two regular meetings each year. The Executive Committee shall determine the time and place of each meeting.
- (b) The Board shall review and act on all matters of interest to the Association.
- (c) The election to fill any officer or director vacancy shall be held at a regular Board meeting.
- (d) The President, or any seven directors petitioning the President, may call a special meeting of the Board at any time, provided that notice of each special meeting is confirmed by each director at least ten days before the meeting. The Executive Committee shall determine the time and place of special meetings.
- (e) The Board shall keep a record of its proceedings. It shall be the responsibility of the Secretary to create and maintain this record at the University.
- (f) The meetings of the Board are closed to anyone who is not a member of the Board. Guests may attend Board meetings provided they are approved and invited by the President or the Executive Committee.
- (g) The meetings of any committee of the Board are closed to anyone who is not a member of that committee or a member of the Executive Committee. Guests may attend provided they are approved and invited by the committee chair or the committee.

**Section 5.05** Voting

- (a) Each voting member shall have one vote on each matter submitted to the vote of the Board.
- (b) In the event that a voting member is unable to attend a meeting, the member may participate and vote by conference call or similar means deemed appropriate, as provided by these bylaws.
- (c) Voting by proxy is not permitted.

**Section 5.06** Quorum; Majority Rule

- (a) A majority of the voting members of the Board shall constitute a quorum.
- (b) A majority vote at any regular or special meeting at which a quorum is present shall constitute an act of the Board unless a vote of a greater number of members is required by these bylaws or other governing law.

**Section 5.07** Participation of Members by Conference Call

- (a) The members may fully participate in any meeting of the Board or its committees by conference call or similar means deemed appropriate by the Executive Committee.
- (b) All members participating in such a manner must be able to communicate with each other. Participation in a meeting pursuant to this provision shall be considered as if the member was present in person at the meeting.
- (c) Records of such meetings shall be prepared and maintained in the same manner as the records of other meetings of the Board and its committees.

**Section 5.08** Written Communication

Any written communication referred to herein may be delivered by regular mail, overnight mail, email, messenger service, or hand carried. Unless otherwise provided, communications by regular mail or overnight mail will be considered sent when mailed.

**Section 5.09** Notice of Meetings of the Board and its Committees

- (a) Except as otherwise provided, notice of each regular meeting of the Board shall be sent to each member of the Board at least thirty (30) days before the meeting.
- (b) For all other meetings of the Board or any of its committees, appropriate notice shall be provided to each member of the Board or convening committee. Appropriate notice is defined as a timely communication which provides the member of the group that is to meet sufficient time to make travel arrangements, make inquiries regarding the matters to be discussed, or otherwise reasonably prepare to be able to attend and fully participate in the meeting.
- (c) Any reference in these bylaws to a day shall mean a calendar day; except, in a period of time measured in days, where the last day falls on a Saturday, Sunday, or a holiday, the last day shall be the next day that is not a Saturday, Sunday, or holiday. For purposes of this subsection, holiday refers to any day where regular United States mail is not delivered.

**Section 5.10** Fiscal Year

The Board shall operate on a fiscal year that runs from July 1<sup>st</sup> through June 30<sup>th</sup>. Except as otherwise provided, all references in these bylaws to a year shall mean the Board's fiscal year.

**Section 5.11** Diversity

The Board shall strive for diversity within its membership. In this effort, the Board shall seek to have appropriate representation from various areas including, but not limited to, the following: gender;

ethnicity; year of graduation; school attended; geographic representation; extracurricular activities; volunteer involvement; and special interest groups within the University, such as the Andrew Carnegie Society. Elected members may represent more than one of these areas.

**Section 5.12** Conflicts of Interest

Each member of the Board is responsible for disclosing instances where the member's involvement in an alumni or University activity may provide or appear to provide an opportunity for personal gain for himself or a member of his immediate family. In this instance, such member will not be present at the Board or committee meeting where a discussion or vote on such matters occurs. However, the member may provide, at the Board's or a committee's request, pertinent factual information in order to assist the Board or committee. The provisions of this section shall also apply to any committee member who is not also a member of the Board.

**Article VI. DIRECTORS**

**Section 6.01** Directors. Directors shall be alumni members of the Association.

**Section 6.02** Nomination and Election of Directors

- (a) The Nominating Committee will present candidates to the Board to be elected as directors in the manner prescribed herein.
- (b) Candidates will be elected to the Board by majority vote of the current Board members.

**Section 6.03** Terms of Directors

- (a) Full terms
  - (i) A full term is a term of four years. An unexpired term is not a full term.
  - (ii) Except as otherwise provided, directors shall be elected to full terms. Five directors shall be elected each year so as to provide overlapping terms.
  - (iii) Directors may not be elected to more than one full term. Directors who have served a full term may again be elected to a full term on the Board only after a four-year period where they are not a member of the Board in any capacity. The limit to one full term in no way limits the total number of full terms a director may ultimately serve. Except as otherwise provided, the limit to one full term does not prevent a director from being elected to an unexpired term prior to the full term, after the full term.
  - (iv) Full terms shall begin on the first day of the fiscal year.

(b) Unexpired terms

- (i) An unexpired term is the remainder of a full term that has had no director elected to it or was vacated by the director elected to it. An unexpired term is for a period of less than four years.
  - (ii) Directors may be elected to complete unexpired terms, as provided within these bylaws.
  - (iii) It is possible that a director may be elected to an unexpired term or terms consecutively with a full term. It is also possible that a director may be elected to consecutive unexpired terms and never serve a full term. The uninterrupted service of any director may not be greater than two terms, at least one of which is an unexpired term, regardless of the order of the two terms. Directors who have been elected to two consecutive terms in this manner may again be elected to a full term on the Board only after a four-year period where they are not a member of the Board in any capacity.
- (c) For purposes of this section, a period of service on the Board will be considered uninterrupted and terms will be considered consecutive where the time between periods of a Board member's service on the Board in any capacity was less than four years.

**Section 6.04** Responsibility and Conduct of Directors

- (a) The responsibilities of each director include: attending and participating in the Board and committee meetings; contributing to the University's Annual Fund; attending regional and University alumni events; and representing the Association to the alumni and the community
- (b) Each director shall conduct himself or herself in manner appropriate to the position. No director shall use or appear to use his or her position of influence to provide or appear to provide an opportunity for personal gain for himself or a member of his immediate family without full disclosure to the Board.

**Section 6.05** Director Vacancies

- (a) In the event of a vacancy in the position of director, a replacement may be elected by the Board to serve out the remainder of that unexpired term.
- (b) Except as otherwise provided, the criteria and qualifications for an individual elected to fill a director vacancy shall be the same for an individual elected to a four-year term.

**Section 6.06** Resignation or Removal of a Director

- (a) At any time, a director may resign by tendering his or her resignation to the President. Except as otherwise provided, resignation as a director shall also constitute resignation as a member of any committee of the Board.
- (b) The Executive Committee shall warn a director in writing who does not attend two consecutive Board meetings or does not otherwise actively represent the interests of the

Association that he or she is failing to meet his or her obligations as a Board member. The Executive Committee shall warn a director in writing if his or her conduct does not represent the interests of the Association. The Executive Committee is empowered to request the resignation of any directors who are failing in their responsibilities as a Board member.

- (c) A director may be removed at any time by the affirmative vote of two-thirds of the Board. Any voting member of the Board may bring such a motion before the Board. Removal as a director shall also constitute removal as a member of any committee of the Board.
- (d) When a vote to remove a director is on the agenda, the director in question may not vote on the matter. The director will be allowed to participate in the meeting, or he or she may present a written position statement.

## **Article VII. OFFICERS**

**Section 7.01** Officers. The officers of the Association shall be President, President-Elect, Past President, and Secretary.

- (a) Officers shall be:
  - (i) alumni members of the Association
  - (ii) who immediately prior to assuming any officer's position were a director or an officer of the Board.
  - (iii) This subsection shall not apply to the position of Secretary which shall be held by the Director of Alumni Relations.
- (b) President. The President shall supervise the affairs of the Association under the direction of the Board and with the advice of the Executive Committee. Except as otherwise provided, the President shall: preside at all meetings of the Board and at all Special Meetings of the Association; approve the appointment and filling of vacancies on the Board, the Executive Committee, and on all committees, except for the Nominating Committee; serve as the official representative of the Association on any non-Association groups, boards or committees, inside or outside of the University; and serve as an ex-officio member of all Board committees. The President may choose another Director to serve as the official representative of the Association on any non-Association groups, boards or committees, inside or outside of the University.
- (c) President-Elect. A director, once nomination by the Nominating Committee and elected by the Board for the position of President, shall, except as otherwise provided, first serve a term as President-Elect once the current President-Elect becomes President. The President-Elect shall serve the Board and Association as described herein and as directed by the President.

- (d) Past President. Except as otherwise provided, the Past President shall be the last President to have served to the end of his or her term. The Past President shall serve the Board and Association as described herein and as directed by the President.
- (e) Secretary. The Director of Alumni Relations, an employee of Carnegie Mellon University, shall serve as Secretary of the Board and can neither be appointed nor removed by the Board. The Secretary shall not have a vote. The Director of Alumni Relations shall also serve as a member of the Awards and Nominating Committees. In these positions, the Director of Alumni Relations shall have a vote.
- (f) The other duties of the officers shall be those commonly pertaining to their offices and as provided herein.

**Section 7.02** Nomination and Election of President

- (a) The Nominating Committee will present a candidate to the Board to be elected as President in the manner prescribed herein. The candidate shall be a director of the current Board.
- (b) The candidate for President shall be elected to the Board by majority vote of the current Board members at least two years before his or her term is to begin.

**Section 7.03** Terms of Officers

- (a) Except as otherwise provided, officers shall serve two-year terms. This subsection does not apply to the position of Secretary.
- (b) Except as otherwise provided, the President shall not serve successive terms. This subsection in no way limits one from serving subsequent terms as President or in any other officer position.
- (c) Two-year terms shall begin on the first day of the fiscal year.
- (d) The Director of Alumni Relations' term as Secretary of the Board shall run concurrent with that person's employment as Director of Alumni Relations. Should the position of Director of Alumni Relations be vacant, the Vice President for University Advancement may appoint an individual to serve the Board in the same manner as the Director of Alumni Relations until the vacancy is filled.

**Section 7.04** Officer Vacancies

- (a) Vacancy in the Office of the President
  - (i) In the event of a vacancy in the office of President, the President-Elect shall replace the President and shall serve for that portion of the vacating President's term that ends at the end of the current year. At the beginning of the first year following said vacancy, the sitting President shall begin to serve a two-year term.

- (ii) If there is no President-Elect at the time that the office of the President becomes vacant, the Nominating Committee shall convene and nominate a candidate for President, to be presented to and elected by the Board, by the method and procedure specified herein. Where there is no President in office at the time a director is elected President, said director shall become President immediately upon his or her election by the Board. The Past President shall serve as interim President until a new President is in office.
- (b) In the event of a vacancy in the office of President-Elect, the Nominating Committee shall convene and nominate a candidate for President, to be presented to and elected by the Board, by the method and procedure specified herein. Except as otherwise provided, once elected by the Board for the position of President, the individual shall first serve a term as President-Elect, as provide herein.
- (c) In the event of a vacancy in the office of Past President, the President may appoint any person who had previously completed a term as President of the Board to complete the vacated position of Past President, subject to a vote of approval by the Board.

**Section 7.05** Resignation or Removal of an Officer

- (a) At any time, an officer may resign by tendering his or her resignation to the President. Except as otherwise provided, resignation as an officer shall also constitute resignation as a member of any committee of the Board.
- (b) The Executive Committee shall warn an officer in writing who does not attend two consecutive Board meetings or does not otherwise actively represent the interests of the Association that he or she is failing to meet his or her obligations as an officer and a Board member. The Executive Committee shall warn an officer in writing if his or her conduct does not represent the interests of the Association. The Executive Committee is empowered to request the resignation of any officers who are failing in their responsibilities as an officer or a Board member.
- (c) An officer may be removed from the Board at any time by the affirmative vote of two-thirds of the Board. Any voting member of the Board may bring such a motion before the Board. Removal as an officer or the Board shall also constitute removal as a member of any committee of the Board.
- (d) When a vote to remove an officer is on the agenda, the officer in question may not vote on the matter. The officer will be allowed to participate in the meeting, or he or she may present a written position statement.

**Article VIII. EX-OFFICIO MEMBERS**

**Section 8.01** Vice President of University Advancement

- (a) The Vice President of University Advancement shall serve as an ex-officio member of the Board. In this position, the Vice President of University Advancement shall not have a vote.

- (b) The Vice President of University Advancement's term shall run concurrent with that person's employment as Vice President of University Advancement, regardless whether such term is interim or permanent in nature. Should the position of Vice President of University Advancement be vacant, the ex-officio position given to it on the Board shall also be vacant.

**Section 8.02** Representative from the Andrew Carnegie Society

- (a) A representative from the Andrew Carnegie Society shall serve as an ex-officio member of the Board. In this position, the representative from the Andrew Carnegie Society shall not have a vote.
- (b) The representative from the Andrew Carnegie Society's term on this Board shall run concurrent with his or her appointment by the Andrew Carnegie Society to be their representative.

**Section 8.03** President of AR SAC

- (a) The President of AR SAC shall serve as an ex-officio member of the Board. In this position, the President of AR SAC shall not have a vote.
- (b) The President of AR SAC's term on this Board shall run concurrent with his or her term as President of AR SAC.

**Article IX. COMMITTEES OF THE BOARD**

**Section 9.01** Standing Committees

- (a) The Board shall establish standing committees as it deems necessary to carry on the work of the Board and the Association. Except as otherwise provided, the President shall appoint a director as the chairperson for each committee. With the advice of the chairpersons, the President will assign the remaining directors and, as needed, additional Association members to sit on these committees. All committees shall serve the Board and report their activities in the manner prescribed by the Board.
- (b) The standing committees are the Executive Committee, Nominating Committee, Awards Committee, and various advisory committees.
- (c) The chairpersons of each standing committee shall serve on the Executive Committee.
- (d) The Executive Committee
  - (i) The Executive Committee shall advise and work closely with the President, as well as the Director of Alumni Relations and his/her staff, in carrying out the policies, goals and objectives of the Board and the Association. The Executive Committee shall address Board or committee agendas, the activities of the committees, or other items the President or any other Executive Committee member may bring forward to the committee.

- (ii) The Executive Committee shall have full authority to act on behalf of the Board concerning all matters that may properly come before the Board when it is not convenient or practical to convene a full Board meeting, except that the Executive Committee shall not have the authority to elect or remove directors or amend the bylaws. Any such action taken by the Executive Committee must be ratified by the Board at the next Board meeting.
  - (iii) The Executive Committee shall be composed of the officers of the Association and the chairperson of each standing committee. The President may or may not appoint the chair of any ad hoc committee to the Executive Committee. Any such appointment must be approved by a majority of the Executive Committee. The officers and committee chairpersons sitting on the Executive Committee shall have a vote. The Director of Alumni Relations will also be a member, but will not have a vote.
  - (iv) The Board President shall chair the Executive Committee.
  - (v) The Executive Committee shall meet at such time and place as it determines, provided that notice either by telephone or written communication is received by each Executive Committee member at least three days before each meeting.
- (e) The Nominating Committee
- (i) No later than the last meeting of each year, the Nominating Committee will submit nominations for directors for the next term to the Board for its approval.
  - (ii) The committee may solicit suggestions for nominations from the President and Officers of the University, Deans, faculty and staff, and members of the Association, its Constituent Groups, and others as the Nominating Committee deems appropriate. The committee may place an advertisement in the University's alumni magazine to solicit suggestions for nominations. The committee will review the suggestions and nominate a slate of directors for election to the next term of the Board. The Board shall then elect or reject the slate in whole or in part. Should the first slate of candidates be rejected in whole or in part, the Nominating Committee shall, at the same meeting, propose additional candidates for approval until the Board has elected five individuals to serve as directors for the next term.
  - (iii) No later than the last meeting of a sitting President's elected term, the Nominating Committee will submit a nomination for President to the Board for its approval.
  - (iv) Where there is a vacancy in a position of director, at the request of the President, the Nominating Committee will submit a nomination for a director for the unexpired term to the Board for its approval.
  - (v) Except as otherwise provided, where there is a vacancy in the position of President or President-Elect, the Nominating Committee will submit a nomination for the unexpired position or positions to the Board for its approval.

- (vi) Except as otherwise provided, the procedures the Nominating Committee follows for submitting nominations for unexpired terms shall be the same procedures it follows for submitting nominations for expired terms.
  - (vii) The Nominating Committee shall be composed of the Past President, the President, the President-Elect, the Director of Alumni Relations, and other members of the Board appointed by the President and approved by the Executive Committee. The Past President shall chair the committee. Where there is no Past President, the President shall appoint the chair.
- (f) The Awards Committee
- (i) The Awards Committee shall annually seek nominations from the President and Officers of the University, Deans, Academic and Administrative Department Heads, members of the Association, the Board, the Andrew Carnegie Society Board, the Constituent Units, the Division of University Advancement, and others as the Awards Committee deems appropriate for candidates for the following categories of awards: Distinguished Achievement; Distinguished Service; Merit, Service; Student Service; Young Alumni; Distinguished Friend; and Honorary Alumnus. No later than the last meeting of each year, the committee will review the nominations and present to the Board, for its approval, those nominees the committee has selected. The Board shall then accept or reject the nominees presented in whole or in part.
  - (ii) The criteria for each award will be developed by the Awards Committee and approved by the Board. The number of award winners in each category shall be at the discretion of the Awards Committee, except as directed by the Board. The Awards Committee may decline to give an award in any category.
  - (iii) The Awards Committee shall be composed of the President, the President-Elect, the Past President, the Director of Alumni Relations, and additional members appointed by the President. The additional members shall come from: the Board; the University faculty; the University staff; the University administration; or a director or officer of the University. The additional members shall be appointed by the President and approved by the Executive Committee. The President of the Board shall appoint the chair of the committee.
- (g) Advisory Committees
- (i) From time to time, the President may establish such advisory committees as may be helpful to the Board in carrying out its work. Advisory committees are to advise the President and the Office of Alumni Relations regarding major programs and areas of strategic importance.
  - (ii) The chairperson of any advisory committee shall be appointed by the President. Committee members shall be members of the Association.
  - (iii) Advisory committees shall define their goals and objectives in a manner consistent with the objectives and directives of the President and the approval of the Board.

- (iv) The Board may adopt regulations consistent with this document to govern the formation, selection, conduct, and operation of the advisory committees.

**Section 9.02** Ad Hoc Committees

- (a) From time to time, the President may establish such ad hoc committees as may be helpful to the Board in carrying out its work. Ad hoc committees are to be appointed, as the need arises, to carry out specified tasks, at the completion of which it automatically ceases to exist.
- (b) An ad hoc committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.
- (c) The chairpersons of all ad hoc committees shall be directors of the Board and appointed by the President. In addition to directors, staff members of the Office of Alumni Relations and other departments of the University may be appointed by the President to an ad hoc committee.
- (d) The chairperson of an ad hoc committee may be appointed by the President to serve on the Executive Committee. The President is not required to appoint an ad hoc committee chairperson to the Executive Committee and may, where there is more than one ad hoc committee, appoint the chairperson of one ad hoc committee and not appoint the chairperson of another. Such appointment shall have effect only with the approval of a majority of the Executive Committee.
- (e) Ad hoc committee shall define their goals and objectives in a manner consistent with the objectives and directives of the President and the approval of the Board.
- (f) The Board may adopt regulations consistent with this document to govern the formation, selection, conduct, and operation of the ad hoc committees.

**Section 9.03** Manner of Acting by Committees

Each committee shall be responsible for fulfilling the duties assigned by the bylaws, the President, the Board, or the Executive Committee. Acts of a majority of the committee members present at any meeting shall constitute the act of the committee. Where a matter comes to the Board for action by the Board by a vote of a committee, and that vote came from a committee meeting where a majority of the committee members were not present, the Board shall be informed of such.

**Section 9.04** Committee Members and Their Term of Office

- (a) Except as otherwise provided, the President, with the advice of the committee chairperson, will select committee members taking their preferences of the committee member, the committee size, and other committee assignments into consideration.

- (b) Except as otherwise provided herein or in the resolution establishing the committee, the term of each standing committee member shall be one year. There is no limit on the number of terms, consecutive or otherwise, that a committee member may serve.
- (c) Except as otherwise provided herein or in the resolution establishing the committee, the term of each ad hoc committee member shall be determined by the President.

**Section 9.05** Committee Chairpersons

- (a) Except where otherwise provided, the president shall appoint the chair of each committee.
- (b) Where the chair of a committee is appointed by the President, the President may appoint more than one person to chair a committee. Where there is more than one chairperson appointed, both will be afforded the same privileges as if each were the sole chairperson.
- (c) If a chair of a committee is not present at a scheduled meeting of that committee where appropriate notice has been given as provided in these bylaws, where the absence is:
  - (i) anticipated, the chairperson shall, in a timely manner, designate another committee member to act as chair for that meeting who shall conduct and report upon the meeting as he or she was the chairperson of the committee;
  - (ii) unanticipated, the committee members present shall select from amongst themselves a chair for that meeting who shall conduct and report upon the meeting as he or she was the chairperson of the committee.

**Section 9.06** Committee Vacancies

A vacancy in the membership of any committee may be filled by an appointment made in the same manner as the original appointment.

**Section 9.07** Resignation or Removal of Committee Members

A member of any committee of the Board may resign at any time by tendering his or her resignation in writing to the President. The Executive Committee may, at any time, remove any member from a committee.

**Section 9.08** Advisory Nature of Committee Action

Any action recommended by any committee, other than the Executive Committee, shall be advisory in nature and shall require a vote of the Board, or in some cases the Executive Committee, before it has effect.

**Article X. POLICY OF NONDISCRIMINATION**

The Association welcomes and encourages employment and participation in its programs and services by all who may be interested, without regard to race, ethnicity, gender, age, religion, creed, sexual orientation, or marital status.

**Article XI. AMENDMENTS**

**Section 11.01** Bylaw Review

- (a) Each President-Elect shall review these bylaws prior to becoming President and shall report the conclusions of this review to the Executive Committee.
- (b) Nothing in this Article limits any member of the Board from reviewing the bylaws or from proposing amendments to the bylaws.

**Section 11.02** Rules for Amendment

These bylaws may be amended by a two-thirds vote of the full voting membership of the Board provided the proposed amendment has been sent to every member of the Board by the President for consideration at least 60 days prior to adoption.

**Article XIV. ROBERT'S RULE OF ORDER NEWLY REVISED**

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association or the Board may adopt. For these purposes, the Board shall consider itself a small board and will follow the more informal procedures that are provided in *Robert's Rule of Order Newly Revised* for small boards.

**Article XV. EFFECTIVE DATE**

These bylaws are effect as of November 13, 2004 and as amended in September 19, 2008 and supersede and are controlling over any and all previous bylaws; except to the extent that any previous set of bylaws shall be controlling for any act or matter occurring during its effect, unless otherwise provided herein.