

Association for the Assessment  
of Learning in Higher Education



## Amended Bylaws

Updated August 12, 2025

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# **AALHE Amended Bylaws**

*Updated August 12, 2025*

## **ARTICLE I: PURPOSE AND OBJECTIVES**

This corporation is organized and incorporated under the laws of the State of Kentucky as a non-profit corporation for educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, without profit to any member or director. The purposes of the organization shall be:

To provide resources, opportunities for interaction, and professional development opportunities for those persons concerned with the assessment and improvement of student learning in higher education; and to receive, maintain and accept, as assets of the corporation, any property whether real, personal or mixed, by way of gift, bequest, device or purchase from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these bylaws; provided same shall not be accepted if it is conditioned or limited in any such manner as shall require the disposition of income or principal to any organization other than an "educational organization" or for any purpose other than "educational purposes" which would jeopardize the Federal Income Tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution therefore.

The above shall not be considered to restrict in any way the carrying on of any lawful activities of the corporation, so long as such activities are not in contravention of the purposes set forth in the Articles of Incorporation.

## **ARTICLE II: NAME, LOCATION OF OFFICE**

### **Section 1. Name and Location.**

The name of this corporation is Association for the Assessment of Learning in Higher Education, Incorporated (hereinafter "Association"). The principal office of the Association is located at 262 Main Street, Wales, WI 53183.

## **ARTICLE III: MEMBERSHIP TYPES**

### **Section 1. Member Descriptions.**

The Association shall have one or more member types, as established and modified by the Board of Directors. When the Board of Directors establishes a member type, it shall define the voting rights and other privileges, if any, and the procedures whereby those interested in the objectives of the Association may become members as part of such member type.

The Board of Directors has the discretion to consider other membership types under other conditions and scenarios. Membership types are as follows:

A. Individual Members

shall be those who become members of the Association as individuals. Individual Members are employed by a higher education, degree-granting institution. They shall have the right to serve on Association committees, to elect members of the board of directors of the Association, to serve as officers of the Association and to vote in all matters to be approved at the annual meeting of the Association or in special votes open to the membership at other times. (voting member)

B. Institutional Members

shall be those who become members as a group from the same higher education, degree granting institution. Identified members of the institutional group shall have the same rights as Individual Members. (voting member)

C. Student Members

shall be those who are active students and not employed full-time by a higher education, degree granting institution. Student members shall have access to all membership benefits included in the individual membership but at a reduced rate. A student email address is required. (voting member)

D. Associate Members

shall be those who become members of the Association and are not employed by higher education, degree-granting institutions. Associate members shall have the right to serve on Association committees. (non-voting member)

E. Retired Members

shall be those who are retired assessment professionals and not employed. Retired members shall have access to all membership benefits included in the individual membership but at a reduced rate. (voting member)

Section 2. Diversity and Inclusion.

AALHE is committed to encouraging diversity and promoting equal opportunity in all aspects of the Association, including membership, nominations, and appointments.

Section 3. Rights of Members.

Upon paying applicable membership fees, each Member will have access to all materials, websites, and programs prepared, sponsored, and/or distributed by the Association. Members with voting rights will also have the right to vote for the Board of Directors.

Section 4: Termination

A Member will lose membership in the Association upon failing to pay annual membership fees within the time period set by the Board of Directors.

## ARTICLE IV: MEETINGS

### Section 1: Annual Meeting

There shall be an Annual Meeting of the Members of the Association, held in such a manner and at a place and time determined by the Board of Directors with at least thirty (30) days advance notice and listed on the Association's website.

### Section 2: Special Meetings for Membership

A Special Meeting of the Members may be called at any time by the President, majority of the Board of Directors, or upon written application of Members representing at least five percent (5%) of the total Voting Members of the Association. Each call of meeting will be held in such a manner and at a place and time determined by the Board of Directors.

## ARTICLE V: BOARD OF DIRECTORS

### Section 1. Management.

The board of directors (hereinafter "Board") of the Association shall have the responsibility for general management and control of the activities of the Association and shall exercise the powers that may be exercised or performed by the Association under the laws of the State of Wisconsin and the United States, these bylaws, and the Articles of Incorporation. Included among such responsibilities shall be:

- A. Hiring Association Employees or entity engaged in association management services;
- B. Establishing and modifying the Association's mission and vision;
- C. Approving all Association policies;
- D. Approving the Association's strategic plan;
- E. Approving the annual budget and any revisions thereto;
- F. Setting dues for all categories of membership;
- G. Reviewing the Association's annual audit;
- H. Appointing committees; and
- I. Annually reviewing the effectiveness of the Association, its management services, and its staff.

### Section 2. Number and Terms.

The Board shall consist of between twelve (12) to fifteen (15) Members and the Executive Director as a non-voting Member. One (1) of the Members shall serve in the office of President, and an additional Member shall serve as President-Elect (in Board Cycles beginning in an odd calendar year) or the Past President (in Board Cycles beginning in an even calendar year), who shall be elected as set forth in Article VI, Section 2. Members who are elected to the position of President will serve through the offices of President-Elect, President, and Past President and be considered active members of the Board and, in the case of their term ending before serving as Past President, their term shall be extended accordingly.

The remaining nine (9) to twelve (12) Members shall be elected for staggered terms as

follows:

- A. Each year Members shall be elected to serve for three (3)-year terms. The number of open seats shall be determined by the number of board members' terms expiring in that year.
- B. Members shall be eligible to serve no more than two consecutive terms on the Board. Members may be returned to the Board after being off the Board for three(3) years.
- C. In the event of a vacancy on the Board, the Board may appoint a person to serve the remainder of the term of the vacated Board seat.

### Section 3. Board of Directors Meetings.

The Board shall meet annually at the Association conference and shall meet by electronic means at least every four months in the interim. Meetings of the Board of Directors shall be conducted pursuant to the general format contained in the current edition of Robert's Rules of Order Newly Revised where applicable and consistent with these Bylaws or other procedural rules that may be adapted from time to time by the Board of Directors.

### Section 4. Quorum.

A majority of the Board Members shall constitute a quorum. In determining a quorum, the Executive Director shall not be counted as a Member of the Board.

### Section 5. Remuneration.

Members of the Board shall serve without salaries or other remuneration; provided, however, the Board may approve travel expenditures or expenses incurred in fulfillment of AALHE responsibilities.

### Section 6. Removal from Office.

Any Member of the Board who fails to attend three (3) regular meetings of the Board in a calendar year (July-June) may be removed by a majority vote of the remaining Board Members. Arriving to a regular meeting of the Board more than 15 minutes late is considered an absence.

## ARTICLE VI: OFFICERS OF THE ASSOCIATION

### Section 1. Officers.

All officers of the Association shall be Members of the Board. The officers shall consist of the President, the President-Elect, the Past President, the Treasurer, and the Parliamentarian. The Executive Director shall also serve as Conference Director and Assistant Treasurer unless the Board directs otherwise.

### Section 2. Election and Tenure.

The Officers of the Association shall be elected as follows:

#### A. The President-Elect

shall be elected by the members and shall be elected for a four-year term,

serving first as President-Elect for a one (1) year term, next as President for a two (2) year term, and finally as Past President for a one (1) year advisory term.

B. The Treasurer

shall be appointed by the Board for a two (2) year term.

C. The Parliamentarian

shall be appointed by the Board for a two (2) year term.

D. The Executive Director

or entity engaged in association management services shall be appointed by the Board.

### Section 3. Powers and Duties.

The powers and duties of the officers shall be as follows:

A. President.

The President shall be the chief executive officer of the Association. They shall preside at all meetings of the Board of Directors and shall have general and active management of the business of the Corporation. The President provides oversight for the Executive Director and/or entity engaged in association management services (AMS), provides an annual performance review of the Executive Director/AMS, and supports the Executive Director's training and development needs. They may elect to serve as an ex-officio member of all committees.

B. President-Elect.

The President-Elect shall perform such duties and possess such powers as from time to time may be assigned by the Board or by the President. The focus of the role of the President-Elect is on the operation of the organization. In the absence of the President, the President-Elect shall perform the duties of the President.

C. Past President.

The Past President shall serve as general advisor on the governance of the Association on an as-needed basis.

D. Treasurer.

The Treasurer monitors adherence to the financial policies of the Association and alerts the Board to deviations from policy. Collaborating with the President-Elect, the President, and the Past President, the Treasurer shall provide direct oversight to duly authorized agent(s) who will provide administrative support to the Board, as well as perform other duties as assigned by the President. The Treasurer will be a current or past board member with previous service on the finance committee. The Treasurer position is reviewed annually by the executive committee.

E. Parliamentarian

The Parliamentarian monitors adherence to the use of modified Robert's Rules for Board meetings and discussions and is the official recorder of minutes of meetings of the Board of Directors. The Parliamentarian will collaborate with the President-Elect, President, Past President, and Treasurer to maintain an accurate record of all important documents related to the operation of the organization,

including but not limited to, Bylaws, articles of incorporation, guiding documents, policies and procedures, and meeting minutes of the Board of Directors.

F. Executive Director (Conference Director and Assistant Treasurer).

The Executive Director carries out the mission and strategic plan as set forth by the AALHE Board of Directors. This includes providing oversight for the operations of AALHE, implementing policies, responding to phone, email, and other electronic communications, directing the annual conference with the guidance of the Conference Committee, preparing fiscal reports and filings, tracking needed organizational registrations and filing requirements, developing, in collaboration with the AALHE President, Board meeting agendas and minutes, maintaining membership rosters and databases, supervising AALHE staff members, and other duties assigned.

G. Subordinate Officers and Agents.

The Board may appoint or may authorize the President to appoint any other subordinate officers and agents who shall have such powers as may be prescribed by the Board.

H. Vacancies.

Any vacancy which may occur in any of the elective offices shall be filled by majority vote of the Board to serve until the next annual meeting of the Board or until a successor shall have been otherwise duly elected and qualified.

## **Article VII: BOARD COMMITTEES AND OTHER MEMBER INVOLVEMENT**

### Section 1. Member Involvement on Key AALHE Issues.

The Board will identify and describe the mechanisms through which members will provide input and guidance on key issues of the Association. The mechanisms may include, but are not limited to, committees, task forces, other advisory groups, and individuals.

### Section 2. Approved Standing Committees.

All standing committee resolutions must be approved by the Board in order to become resolutions of the Association. The Board will regularly update each committee's specific tasks and activities.

## **ARTICLE VIII: DISSOLUTION**

Upon dissolution of the Association, the Board, after paying and making provision for the payment from Association assets of all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



## ARTICLE IX: AMENDMENTS

All bylaws of the Association shall be subject to alteration, amendment or repeal, and new bylaws may be added, by the affirmative vote of two-thirds of the members of the Board at, or by mail or email following any regular or special meetings of the Board.

Certified amended as approved day of 12 August 2025.

Tracy Bartholomew

Parliamentarian, Association for the Assessment of Learning in Higher Education