

# AALHE Amended Bylaws and Code of Ethics

September 17, 2021

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## AMENDED BYLAWS AND CODE OF ETHICS OF Association for the Assessment of Learning in Higher Education (AALHE), Incorporated A Kentucky Non-Profit Corporation

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## AMENDED BYLAWS

### 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, devise 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, Membership, Annual Meeting

**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 **6844 Bardstown Rd # 910, Louisville, KY 40291.**

**Section 2. Membership.** Membership in the Association shall be open to all who have an interest in assessing and improving student learning in higher education. There shall be three categories of membership:

**A. Individual Members** shall be those who become members of the Association as individuals. 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.

**B. Institutional Members** shall be those who become members as a group from the same institution. Identified members of the institutional group shall have the same rights as Individual Members.

**C. Associate Members** shall be those who are not directly involved in the assessment and improvement of student learning but who design and provide systems and tools for such activities. Associate Members shall not have voting rights or other rights attendant to voting members.

**Section 3. Membership Dues and Privileges.** Dues for all members shall be set annually by the board of directors at its annual meeting or at such other special meeting called for that purpose. All members who have paid their annual dues shall be considered members in good standing. Individual Members and Institutional Members in good standing shall have the privilege of voting in all elections, to be nominated and run for open positions on the board of directors, to have access to “members only” areas of the Association’s website, to receive members’ discounts for all Association programming and products, and to vote on all matters brought before the annual membership meeting and in special membership votes.

**Section 4. Annual Membership Meeting.** The annual membership meeting shall be held at the annual conference of the Association at a time and location or delivery modality announced at least thirty (30) days in advance and listed on the Association’s website.

## Article III

### 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 Kentucky and the United States, these bylaws, and the Articles of Incorporation. Included among such responsibilities shall be

- A. Hiring of the Executive Director;
- 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. Periodically reviewing the effectiveness of the Association, its 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. Three (3) of the Members shall be the President, President Elect and Past President, who shall be elected as set forth in Article V, Section 2. Members who are elected to position of President will serve through the positions 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 five (5)-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 five (5) 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. 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 not inconsistent 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 occurred in fulfillment of AALHE responsibilities.

**Section 6. Removal from Office.** Any Member of the Board may be removed at any time by a vote of two-thirds (2/3) of the remaining Members of the Board. A Member of the Board who fails to attend three (3) consecutive regular meeting of the Board may be removed by a majority vote of the remaining Board Members.

## **Article IV**

### **Committees of the Board of Directors**

**Section 1. Committees.** Committees may be appointed either at the initiation of the Board or the President; provided, however, committees appointed by the President

must be approved by a majority of the Board at its next meeting in order to remain in existence.

**Section 2. Standing Committees.** There shall be ten (10) standing committees. All committee resolutions must be approved by the Board in order to become resolutions of the Association. The names and general descriptions of the responsibilities of each standing committee are shown below. The Board will regularly update each committee's specific tasks and activities.

**A. Communications Committee.** The Communications Committee shall coordinate and disseminate information about AALHE and its events, manage AALHE's social media accounts, and support communications efforts of other standing committees.

**B. Conference Committee.** The Conference Committee shall plan and carry out the conference.

**C. Professional Development Committee.** The Professional Development Committee shall offer professional development opportunities outside the annual conference.

**D. Finance Committee.** The Finance Committee shall review financial and budget documents; make policy recommendations regarding finances and budget; consider the fiscal needs of the Association regarding growth and stability and make policy recommendations on the structure and activities of the Association.

**E. Infrastructure Committee.** The Infrastructure Committee shall ensure viability of the organization by managing the website and the AALHE brand, by developing a slate of nominees and conduct elections of the members for the Board of Directors and the President Elect of the Association, by collecting, organizing, and making recommendations for AALHE policies, by managing AALHE software contracts, and by collaborating with the Executive Director and the AALHE President to recruit and hire, support AALHE staff.

**F. Publications Committee.** The Publications Committee shall coordinate and develop publications on student learning assessment for professional development and the advancement of knowledge.

**G. Recruitment and Retention Committee.** The Recruitment and Retention Committee shall analyze membership data and recruit and retain members. The committee shall recommend the conditions under which membership is established and renewed; manage Member volunteers; and direct an annual survey of members.

**H. Collaborations and Partnerships Committee.** The Collaborations and Partnerships committee shall explore and coordinate relationships between AALHE and other organizations in order to work toward shared goals to leverage resources

between AALHE and said organizations. The committee shall maintain an inventory of established collaborations and partnerships.

**I. Executive Committee.** The Executive Committee shall consist of the President Elect, the President, and the Past President, who shall serve as Treasurer. Its responsibilities shall include the following: assure the continued and effective operation of standing committees; monitor progress towards the strategic objectives and make recommendations to the Board to assure progress; plan the agenda for board meetings; regularly consult with the President on operational decisions and carry out executive functions as designated by the President; and plan and oversee regular communications with membership.

**J. President's Committee on Diversity, Equity and Inclusion.** The President's Committee on Diversity, Equity and inclusion shall work to promote diversity, equity, and inclusion among assessment practitioners and among members. The committee reports directly to the President and provides this person with recommendations on how to promote DEI in relation to all functions of the organization. The committee also provides consultation to existing AALHE committees to support them as they integrate DEI principles into their work.

**Section 3. Ad Hoc Committees and Task Forces.** The President may appoint such ad hoc committees/task forces as may be required for the effective conduct of the business of the Association. Such appointments must be approved by the Board at its next meeting; and such committees shall serve at the pleasure of the Board.

**Section 4. Membership of Committees.** The committee chair appoints all other members of the committees and all must be members in good standing of the Association. The appointment is for one year and may be renewed annually.

**Section 5. Provisions Relating to All Committees.** All actions by any standing committee authorized or established by this Article IV shall be subject to revision and alteration by the Board. Unless exemption is granted by the AALHE Board, the following process shall be used for appointment to serve as chair of a committee:

- a. Committee chairs serve one-year terms. Changes in committee chairs shall occur during the annual conference or at another time designated by the AALHE Board.
- b. At the time of the change in committee chair, the vice-chair shall become the chair.
- c. Committees shall use a fair and reasonable process to identify a new vice-chair. The outgoing chair is eligible to be selected to serve as vice-chair.
- d. Except for the President, no person shall be chair of more than one standing committee at a time (this limitation does not apply to Ad Hoc committees or Task Forces). A person may serve as a chair and vice-chair simultaneously if these roles are on different committees.

The conference committee shall be co-chaired by the Executive Director and the President Elect. The chair of the finance committee must be an AALHE member in good standing approved by the board. The Executive Committee shall be chaired by the President.

**Section 6. Removal of Committee Chair by the AALHE Board.** Any committee chair or vice-chair may be removed from that role by a vote of two-thirds (2/3) of AALHE Board Members.

## Article V

### 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/Treasurer, Secretary, and the Executive Director. (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 each year at the annual meeting of the Association and shall be elected for a three-year term, serving first as President Elect, next as President, and finally as Past President.
- B. The Secretary shall be appointed by the Board for a two (2) year term.
- C. The Executive Director shall be appointed by the Board at any of its meetings and shall serve terms at the pleasure of 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 Corporation. He or she shall preside at all meetings and shall have general and active management of the business of the Corporation. The President provides oversight for the Executive Director, provides an annual performance review of the Executive Director, and supports the Executive Director's training and development needs. He or she may elect to serve 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. In the absence of the President, the President Elect shall perform the duties of the President. The President Elect shall serve as the Conference Committee vice-chair



while serving as President Elect.

**C. Past President and Treasurer.** The Past President shall perform such duties as may from time to time be assigned by the President or the Board of Directors and shall also act as Treasurer of the Association. In the capacity of Treasurer, the Past President will serve as vice-chair of the Finance Committee.

**D. Secretary.** The Secretary shall oversee the recording of the minutes of the board and such duties as may from time to time be assigned by the President or the Board of Directors.

**E. 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.

**F. 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.

**G. 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.

**H. Salaries.** The Executive Director shall receive a salary set by the Board of Directors. Other officers shall serve without remuneration, except such travel expenses they might receive to attend the annual meeting of the Board.

## Article VI

### 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 VII**

### **General Provisions**

**Section 1. Contracts and Checks.** The Executive Director, President, and Treasurer are authorized to sign and execute checks or other instruments for the payment of money and to use AALHE debit cards to carry out AALHE business in accordance with AALHE policy. The Executive Director and President are authorized to sign contracts on behalf of AALHE.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association unless authorized by the Board.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be the twelve-month period ending December 31 of each year.

## **Article VIII**

### **Indemnification**

The Association shall indemnify any and all of its Board Members or officers, or former Board Members or officers, or any person who may have served at its request as a Board Member or officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Board Members or officers of the Association, except in relation to matters as to which any such Board Member or officer or former Board Member or officer shall be adjudged in such action or proceeding to be liable for negligence or misconduct in the performance of such duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, or vote of members or otherwise.

## **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 meeting of the Board.

Certified amended as approved day of 17 September 2021.



Josie Welsh  
President, Association for the Assessment of Learning in Higher Education

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## CODE OF ETHICS

This Code of Ethics (the “Code”) applies to all board members, staff members, and volunteers of the Association for the Assessment of Learning in Higher Education (AALHE). The Code is a statement of goals and expectations for board members, staff members, and volunteers’ behavior. Board members, staff members, and volunteers are urged to inquire if any aspect of the Code needs clarification.

All board members, staff members, and volunteers of AALHE are expected to read the Code, understand it, and comply with its letter and spirit. Together with other applicable guidelines or policies of AALHE, compliance with this Code will help protect AALHE’s reputation for honesty and integrity.

The Code cannot address every applicable law or provide answers to all questions that might arise. Board members, staff members, and volunteers must ultimately rely on their good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. It should be noted that other documents, such as AALHE’s Bylaws and governing board policies, affect conduct, as employee manuals and employment contracts affect the conduct of staff. Because AALHE’s success depends upon maintaining its reputation, in many instances this Code goes beyond the requirements of law or of those other documents.

This Code is not an express or implied contract of employment or agency, and it does not create any rights of any kind— such as contract rights, indemnification rights, or intellectual property rights—between AALHE and its board members, staff members, and volunteers.

### **A. Compliance with Laws**

Obedying the law, both in letter and spirit, is one of the foundations on which AALHE’s ethical standards are built. All board members, staff members, and volunteers must respect and obey the laws of the jurisdictions in which AALHE operates. Although not all board members, staff members, and volunteers are expected to know the details of these laws, it is important to know enough to determine when to seek advice from counsel or others.

### **B. Diversity and Inclusion**

AALHE maintains a commitment to the promotion of diversity, inclusion, and equity in the interest of improving the ability and opportunity of all individuals and groups to take part in the opportunities afford by AALHE. For the purpose of this Code, diversity is defined as the promotion and presence of a heterogeneous environment in which

individuals of all identities participate. Inclusion is defined as promoting an environment in which individuals of all identities are welcomed and valued as their whole selves. Finally, for the purposes of this Code, equity is defined as the process and behaviors by which AALHE provides various levels of support and assistance to reach diversity and inclusivity in the organization.

### **General Principles**

All board members, staff members, and volunteers must refuse to engage in or tolerate any discrimination based on an individual's race, color, religion, sex, sexual orientation, gender expression, gender identity, pregnancy status, veteran status, national origin, age, or disability.

### **Code of Conduct**

In all interactions, AALHE expects respectful and cordial communications and behavior, including those interactions between board members, staff members, and volunteers, with AALHE's members, and with the public. Any manner of interaction, including verbal and written communication, is subject to this code of conduct. Board members, staff members, and volunteers must communicate and behave with respect while representing AALHE.

## **C. Conflicts of Interest**

Personal or business activities, relationships, or other interests of board members, staff members, and volunteers must not conflict or appear to conflict with the interests of AALHE. Disclosure of other interests is crucial to maintaining a bias-free governance process by AALHE for the benefit of its members or other constituents. The Code does not specifically address the details of conflicts avoidance, so board members, staff members, and volunteers should act in good conscience and use common sense. When questions arise, they should seek guidance.

### **General Principles**

- Board members, staff members, and volunteers are expected to disclose other interests according to AALHE's policies and procedures that may affect their ability to make decisions in the best interest of AALHE.
- Board members, staff members, and volunteers are expected to cooperate in resolving any conflicts or potential conflicts as recommended by the governing board or its designated representatives.

## **D. Accounts and Record Keeping**

Every AALHE financial record and report should be accurate, timely, and in accordance with any applicable law or accounting rules or principles. AALHE's books must reflect all components of transactions, as well as AALHE's high standard of insisting upon an honest and forthright presentation. These records are the basis for the board members, staff members, and volunteers' managing

AALHE and for fulfilling their obligations to members, the public, and government authorities.

### **General Principles**

- Never falsify any document or distort the true nature of any transaction.
- All transactions must be supported by accurate documentation.
- All reports made to government authorities must be full, fair, accurate, timely, and understandable.
- Board members, staff members, and volunteers must cooperate with audits of financial records.
- To the extent estimates and accruals are necessary in AALHE reports and records, they must be supported by appropriate documentation and be based on good faith judgment.

### **E. Use of AALHE Assets**

AALHE assets are to be used to support the mission and vision of AALHE, not for personal uses. Assets include the time at work, as well as AALHE's equipment, computers, and software. Common sense should prevail. The point is to recognize that theft or deliberate misuse of AALHE assets is a violation of the Code.

#### **General Principles**

- The use of AALHE assets for the personal benefit of board members, staff members, and volunteers, or the benefit of anyone other than AALHE, is permitted only with proper approval or authority.
- Board members, staff members, and volunteers may not take away from AALHE any opportunity for financial gain that arises or is discovered because of the board members, staff members, and volunteers' positions in AALHE or through the use of AALHE property or information.
- Misuse of AALHE assets may be considered theft and result in disciplinary action or criminal prosecution.
- Before accepting payment for speeches or presentations related to AALHE, board members, staff members, and volunteers should always obtain proper approval or authority as established by AALHE policy.
- AALHE computer systems and equipment are meant for AALHE use only. For example, they should never be used for outside businesses, illegal activities, gambling, or pornography.

### **F. Working with Outside Parties and Business Gifts**

Consistent with the obligation they have to act with integrity and honesty at all times, board members, staff members, and volunteers should deal fairly and in good faith with all persons with whom AALHE has transactions, business, or ventures. Board members, staff members, and volunteers of AALHE may be offered gifts, hospitality, or entertainment from persons or entities with which AALHE has relationships, such as vendors, corporate partners, sponsors, advertisers, exhibitors, joint ventures, hospitality or transportation industry sales representatives, or others. It is crucial to maintain

an appropriate, professional relationship. Avoid accepting excessive or lavish gifts that may give the appearance of undue influence; acceptance of anything of more than trivial value should first have proper approval or authority. Every board member, staff member, and volunteer should avoid personal financial transactions with persons or entities that may influence the ability to perform objectively.

### **General Principles**

- The Code prohibits board members, staff members, and volunteers from accepting any nontrivial gifts or entertainment in the context of AALHE work. This is an area in which judgment is critical. For instance, modest holiday gifts may be accepted but an expensive trip would not be. If the acceptability of a gift is uncertain, prior approval or authority should be sought.
- Modest gifts or entertainment from persons or entities with which AALHE has relationships must support the legitimate interests of AALHE and should be reasonable and appropriate under the circumstances.

### **G. Protecting AALHE's Nonpublic Information**

It is our obligation to safeguard AALHE's nonpublic information. Board members, staff members, and volunteers should not share confidential information with anyone outside AALHE unless it is necessary as part of work responsibilities and then only pursuant to a nondisclosure agreement.

Nonpublic information is any information that has not been disclosed or made available to the membership, the general public, or government agencies.

Nonpublic information includes items such as financial data, plans for acquisitions or divestitures, evaluations of joint ventures or other endeavors, personal information about board members, staff members, volunteers or members, material contracts, finance arrangements, real estate opportunities, major management changes, and other AALHE developments.

### **H. Administration of the Code**

#### **Distribution**

All AALHE officers, directors, and volunteers will receive a copy of this Code at the time they assume their role with AALHE and will receive any periodic updates.

#### *I. Monitoring Compliance*

Board members, staff members, and volunteers should take all responsible steps to prevent Code violations. Board members, staff members, and volunteers must report suspected Code violations.

AALHE does not permit retaliation of any kind against board members, staff members, volunteers, members, or others for good faith reports of potential violations of the Code. Anyone who retaliates against another for reporting known

or suspected violations of the Code will be in violation of the Code. Retaliation may also be a violation of law; as such, it could subject both the individual offender and AALHE to legal liability.

*J. Investigations and Disciplinary Actions*

AALHE will investigate any matter that is reported and may take appropriate corrective and disciplinary actions, which may include, alone or in combination, a warning, letter of reprimand, expulsion from AALHE's volunteer status or member status, revocation of board or committee assignment, suspension without pay, termination of employment, or other action determined appropriate by the AALHE Board.

*K. Amendments and Modifications*

AALHE reserves the rights to amend, alter, or terminate this Code at any time and for any reason.