



AASCU American Association
of State Colleges and
Universities

Articles

**OF INCORPORATION
AND BYLAWS**



Amended & Restated Articles of Incorporation

Article 1

The name of this Corporation is the American Association of State Colleges and Universities (AASCU).

Article 2

The period of duration for this Corporation shall be perpetual or until the Corporation is dissolved and its assets distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code (collectively, "the Code"), or distributed to the federal or a state or local government for a public purpose.

Article 3

The Corporation is organized exclusively for educational, charitable, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Code. To that end, the Corporation is empowered to hold any property or any undivided interest therein, without limitation as to amount or value; to dispose of any such property; and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation. Limitations to this empowerment, if any, may be contained in (a) the instrument under which such property is received, (b) these Amended and Restated Articles of Incorporation, (c) AASCU's bylaws, or (d) any applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or Officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No member, trustee, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be attempting to influence legislation, and the Corporation shall not participate in or intervene in—including the publication or distribution of statements—any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in Section 501(c)(3) of the Code; or (b) by an organization to which contributions are deductible under Sections 170(a)(1) and 170(b)(1)(A) of the Code as an organization described in Section 170(c)(2) of the Code.

Article 4

AASCU shall have at least one class of Voting Members and may have other classes of Voting and/or Non-Voting Members. The bylaws shall describe the classes of memberships, voting rights and other rights, and duties of all classes of membership.

Article 5

This Corporation shall not have authority to issue capital stock.

Article 6

The manner in which the Board of Directors shall be elected or appointed, their terms, responsibilities, and standards of conduct shall be provided in AASCU's bylaws.

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Article 1—Purpose

The American Association of State Colleges and Universities (AASCU) is a membership organization whose members share a learning- and teaching-centered culture, a historic commitment to underserved student populations, and a dedication to research and creativity that advances members' regional economic progress and cultural development. This broad mission is further stated through five areas of purpose:

1. Promote understanding, appreciation, and support for the public purpose of public higher education and the distinctive contributions of such institutions.
2. Support member institutions in their mission to prepare students who can be demonstrably competitive and effective in an economy and a society that requires global literacy.
3. Advocate for effective public policy at the federal level and to provide both federal and state policy analysis to advance member institutions and the students they serve.
4. Provide leadership for effective policy development and program support that will strengthen academic quality, promote access and inclusion, foster regional stewardship and economic progress, and facilitate educational innovation.
5. Create professional development opportunities for member presidents and their spouses and partners, system executives, and other senior leaders, and to undertake a systematic approach to fostering new leaders who will contribute to educational innovation.

Article 2—Offices

The principal office of AASCU shall be in the District of Columbia. AASCU may also have such additional offices at such other places either within or outside the District of Columbia as the Board may from time to time designate.

Article 3—Board of Directors

Section 1. General. The Board of Directors shall have no fewer than three (3) and no more than nineteen (19) Directors, with the exact number within that range to be determined by the Board by resolution from time to time. Except as set forth in these bylaws, the Directors shall be elected by the Voting Members at the Annual Membership Meeting, whether virtual or in person. The Officers of the Board, namely, the Chair, the Chair-Elect, the Immediate Past Chair, Treasurer, and the Member-at-Large (if necessary) ("Officers") shall also serve as Directors. Each Director and Officer must be the president, chancellor, or chief executive officer of a Voting Member

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institution, except the President/CEO shall also be an Officer of the Board and an ex officio Director with no voting rights.

Section 2. Authority. The Board is the governing body of AASCU, with all powers of governing, directing, and overseeing the management and affairs of AASCU. The Board shall have exclusive control over the property, funds, and affairs of AASCU.

Section 3. Term of Office and Vacancies.

- a. **Term.** The term of office of each Director (except the Chair, Chair-Elect, Immediate Past Chair, and President/CEO) shall be three (3) years. To ensure continuity of administration and establish a rotation for Board Directors, Directors (except the Chair, Chair-Elect, Immediate Past Chair, and President/CEO) shall be divided into three (3) classes, with as equal a number in each class as possible, and the terms of all Directors shall be staggered so that the terms of only one class shall expire each year. No person shall be elected for more than one consecutive three-year term as a Director. Time served in the capacity of an Officer or time completing the term of another Director shall not count toward the three-year term limit.
- b. **Filling of Vacancies.** Any vacancies occurring on the Board as a result of any newly created Directorship or the death, resignation, retirement, incapacity, disqualification, or removal of a Director shall be filled for a period as defined by the Board of Directors. If there is a vacancy in the position of Immediate Past Chair, or Chair-Elect, an Executive Committee Member-at-Large can be appointed by the Chair until the next election at the Annual Membership Meeting.
- c. **Director Ceasing to Meet Qualifications of Director.** If a Director ceases to be the president, chancellor, or chief executive officer of a Voting Member, his or her term as a Director shall automatically terminate. Should a Director cease to be the president, chancellor, or chief executive officer of a Voting Member to become the president, chancellor, or chief executive officer of another Voting Member or an institution that immediately becomes a Voting Member, the Directorship shall not terminate, but continue. If a Director takes a leave of absence for more than six (6) months whereby presidential/chancellery/ chief executive authority is assumed by another person, the position of Director shall be vacated and such vacancy shall be filled as set forth in these bylaws.
- d. **Effect of Serving a Vacancy on Term Limit.** A Director elected or appointed to fill a vacancy on the Board shall be eligible for consideration for a full term as a Director.

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Meetings. The Board shall convene at least once annually in regular session, in person or virtually under extenuating circumstances. The meeting held closest to but on or after September 1 will be considered the “annual meeting” of the Board for purposes of these bylaws. Other meetings of the Board may be held at such times and at such places as may be fixed by the Board, in person or virtually. Special meetings of the Board may be called for any purpose at any time by the Chair. The Chair shall also call a special meeting of the Board at the written request of any three (3) Directors.

Section 5. Notice of Meetings.

- a. **General.** Notice of all meetings of the Board or a committee of the Board, both regular and special, shall be given each Director at least seven (7) days before the meeting, and the notice of any special meeting shall state the business of the meeting; provided, however, that such notice shall not limit the actions the Board may take at such special meeting. Notice of meetings may be delivered to each Director through mail or electronically.
- b. **Waiver.** A Director may waive notice of a Board or Board committee meeting by delivering an electronically written waiver to the appointed staff Secretary of the Board of AASCU, which shall be filed with the minutes of proceedings of the Board. A Director's attendance at any Board meeting shall constitute waiver of notice of such meeting, except where the Director's attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not called or convened in the manner described in these bylaws.

Section 6. Quorum and Board Action. At all meetings of the Board, presence in person or virtually of a majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. Under extenuating circumstances, quorum may be reached through the use of an electronic platform. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice under Section 5 above. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone call, online platform, or similar communications equipment in which all persons participating are able to hear one another. Such participation by a Director shall constitute presence in person at the meeting and shall count toward the quorum requirement.

Section 7. Action by Directors in Lieu of a Meeting. Any action required or permitted to be taken at a meeting of the Board or a committee of the Board may be taken without a meeting if consent in writing, setting forth action so taken, is signed or electronically submitted by the majority of the Directors.

Section 8. Compensation. Directors shall receive no compensation for their services as Directors. Expenses incurred to fulfill Director duties are borne by the Director but reimbursement may be authorized by the Chair in unusual circumstances.

Section 9. Policies and Procedures. The Board may adopt policies and procedures consistent with law, AASCU's Amended and Restated Articles of Incorporation, and these bylaws to assist in the administration and conduct of the affairs of AASCU. The Board may alter, amend, or repeal any such policy or procedure so adopted.

Section 10. Resignation and Removal—Termination of Office.

- a. **Resignation.** Any Director may resign at any time by giving written notice to the Chair. Any such resignation shall take effect at the time specified therein, or if the time is not specified therein, upon its receipt.
- b. **Deemed Resignation Upon Failure of Attendance.** Failure of a Director to be present as contemplated in Section 6 above for two consecutive meetings of the Board will be considered as a resignation unless contemporaneous notification is provided to the Chair and President/CEO that the absence is the result of illness or other unusual circumstance.

Section 11. Indemnification and Insurance.

- a. **In General.** AASCU may, by resolution of the Board, indemnify any Director or Officer, any former Director or Officer, any person who may have served at the Board's request as a director or officer of another corporation, whether for profit or not for profit, and any employee, to the fullest extent provided by the laws of the District of Columbia and the Code.
- b. **No Exclusive Right.** The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled under any statute, contract, resolution of the Board, or otherwise, and shall not restrict the power of AASCU to make any indemnification permitted by law.
- c. **Insurance.** The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee,

or other agent against any liability asserted against or incurred by him or her that arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not AASCU would have the power to indemnify the person against that liability under law.

Article 4—Membership

Section 1. General. AASCU shall have two (2) classes of members with voting rights ("Voting Members")—Institutional and System Members. AASCU shall have two (2) classes of members with no voting rights ("Non-Voting Members")—Associate and International Associate Members.

Section 2. Qualifications and Rights of Members.

- a. ***Institutional Membership*** shall be available to any regionally accredited institution of higher education and any in process of securing accreditation, which (i) offers programs leading to the degree of bachelor's, master's, or doctorate; (ii) is wholly or partially state-supported and state-controlled; and (iii) at least twenty-five percent (25%) of degrees conferred by such institution are at the baccalaureate level. Institutional Members shall be Voting Members with voting rights and their representatives may serve as Directors and Officers and committee members.
- b. ***System Office Membership*** shall be available to system offices of multi-campus governing boards of eligible state-supported and state-controlled institutions of higher education that are wholly or partially state-supported and state-controlled. System Office Members shall be Voting Members with full voting rights and their representatives may serve as Directors and Officers and committee members.
- c. ***Associate Membership*** shall be available to coordinating committees, boards, and commissions of higher education that report to state executive or legislative bodies; state commissions of eligible institutions; institutions of higher education whose principal source of operating funds is the federal government; and former two-year institutions that have been designated as four-year institutions by the responsible authorities within their state, but have not yet met the requirements for AASCU membership. Associate Members are eligible to participate in activities of AASCU, but their representatives may not vote or serve as Directors or Officers. Their representatives may serve on non-Board committees.

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- d. **International Associate Membership** shall be available to (1) institutions outside the United States and its territories that are (i) recognized by the appropriate governmental entities as eligible to award degrees at the baccalaureate level or higher and (ii) wholly or partially government-supported and publicly governed, and (2) associations comprised exclusively of such institutions. International Associate Members are eligible to participate in activities of AACSCU, but their representatives may not vote in the general body. However, International Associate Members may have up to one representative serve as a Director.

Section 3. Application for Membership. Application for membership shall be made in writing or electronically and shall be accompanied by the appropriate payment as determined by the current year dues schedule.

Section 4. Dues and Fees. Dues, fees, and any other charges for members may be established from time to time by resolution of the Board.

Section 5. Rights and Benefits. Each Voting Member, through its Voting Delegate (as defined below), shall be entitled to one vote on all matters raised at meetings of the Voting Members. Non-Voting Members shall have no voting rights at meetings of the Voting Members. Representatives of Voting Members and Non-Voting Members ("Delegates") may serve and vote on the committees, project teams, panels, councils, and/or task forces of AACSCU and shall be accorded such additional benefits as may be authorized by resolution of the Board. No Voting Member or Non-Voting Member shall use or refer to AACSCU's name or logo, its membership status, or any AACSCU material for any commercial use or purpose without the prior approval of the Board.

Section 6. Term of Membership. The Board shall determine, in its sole discretion, what action to take (including termination of membership) in the event any Voting Member or Non-Voting Member ceases to meet the criteria for membership set forth in these bylaws or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to AACSCU. Any Voting or Non-Voting Member that the Board deems to have defaulted on any obligation to AACSCU shall forfeit its membership and all prior payments made to AACSCU. Membership shall also terminate when the member files a written letter of resignation with AACSCU. A terminating member shall forfeit all prior payments made to AACSCU. Termination of membership shall not relieve a member from the obligation of paying dues and/or other assessments that are owed by the member as of the date of termination.

Section 7. Delegates. Each Voting Member shall have a Voting Delegate who shall be the president, chancellor, or chief executive officer of the Voting Member. The Voting Delegate shall have full authority to represent such Voting Member in all AASCU matters. The term of a Member's Voting Delegate shall automatically terminate if and when such individual ceases to be the president, chancellor, or chief executive officer of the Voting Member; or the Voting Member represented by the Voting Delegate ceases to be a Voting Member. A Voting Member may designate additional representatives, if it so desires, who may serve on AASCU committees, project teams, task forces, or panels.

Section 8. Annual Membership Meeting. An annual business meeting of the Members of the Corporation (the "Annual Membership Meeting") shall be held at such time and place as fixed in advance by the Board for the purpose of electing Directors, certain Officers, and transacting any other business that may properly come before the Voting Members. Written notice of each Annual Membership Meeting shall fix the time and place of the Annual Membership Meeting and, if deemed appropriate by the Board, the purpose or purposes thereof, and shall be given to each Voting Member, in the manner provided by these bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any Annual Membership Meeting of the Voting Members, in person or virtually in extenuating circumstances.

Section 9. Special Meetings. Special meetings of the Voting Members ("Special Membership Meetings") may be called by the Board or by the Chair or, at the written request of twenty-five percent (25%) or more of the Voting Members, shall be called by the Chair or appointed staff Secretary of the Board of AASCU on behalf of the Voting Members. Written notice of each Special Membership meeting shall fix the time and place of the Special Membership meeting and state the purpose or purposes thereof, and shall be given to each Voting Member, in the manner provided by these bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any Special Membership Meeting.

Section 10. Quorum, Voting, and Proxies. At all meetings of the Members, twenty percent (20%) of the Voting Members, represented in person or virtually under extenuating circumstances, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Voting Member shall have one vote. A vote of the majority of the Voting Members,

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represented in person or virtually, at any meeting at which a quorum is present, shall be the act of the Voting Members, except as otherwise provided by these bylaws. Voting Members may vote virtually, executed in writing or electronically by such Members. If a quorum is not present at any meeting, the Voting Members present at such conference may adjourn the conference from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 11. Presiding Officer(s). The Chair of AASCU shall preside at all meetings of the Members. At any Voting Membership meeting, if the Chair or the person designated by the Board to preside at that meeting is not present, the Voting Members present shall appoint a presiding Officer for such meeting.

Article 5—Committees

Section 1. General. The Board may designate one or more committees of the Board that shall have such name or names as may be determined from time to time by the Board. The Board may appoint committees consisting solely of Directors. Committees shall exercise the authority of the Board in the management of AASCU. Each such committee shall consist of at least one or more Directors, and the Board shall designate a chair of each committee from among such Directors.

Section 2. Standing Committees. Other committees not having and exercising the authority of the Board in the management of AASCU may also be designated and appointed by the Board.

Section 3. Delegation and Authority.

- a. **General.** The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law. Powers delegated by the Board will be exercised under the authority and direction of the Board, and any such delegation may be rescinded by the Board at any time.
- b. **No Authority.** No committee, including the Executive Committee, shall have power or authority in reference to the following matters:
 - i. The authorization of distributions
 - ii. The approval or proposal to members of action that by law, the Amended and Restated Articles of Incorporation or these bylaws requires to be approved by the Voting Members

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- iii. The amendment or repeal of these bylaws or the adoption of new bylaws
- d. **Change in Committee Structure or Composition.** The Board may, from time to time, change the size of a committee or add, remove, or replace the chair or members of any committee.

Section 4. Executive Committee. There shall be an Executive Committee composed of the Officers, to include an Executive Committee Member-at-Large, if necessary (as indicated in Article 3, Section 3(b)). This committee is authorized to exercise all powers and have such authority and responsibilities of the Board when the Board is not in session. The Chair shall serve as the chair of the Executive Committee.

Section 5. Nominating Committee. There shall be a Nominating Committee composed of seven (7) persons. That committee will consist of such members as selected by the Executive Committee. The President/CEO shall make such recommendations for membership on the nominating committee as appropriate. The nominating committee shall make nominations for candidates for Directors and Officers to the Voting Members. The Executive Committee of the Board may also appoint up to two (2) persons who shall serve as Alternate Nominating Committee Members, with one of such individuals designated as the First Alternate Nominating Committee Member and the second person, if any, designated as the Second Alternate Nominating Committee Member.

The Nominating Committee members shall serve for a term of three (3) years. The Alternate Nominating Committee members shall serve for a term of one (1) year. The Nominating Committee members shall be divided into three (3) classes, with as equal a number in each class as possible, and the terms of all Nominating Committee shall be staggered so that the terms of only one class shall expire each year. No person shall be elected for more than one consecutive three-year term as a Nominating Committee member. The chair of the Nominating Committee shall be appointed by the President/CEO.

The procedures to be followed by the Nominating Committee and the qualifications of Nominating Committee members shall be members in good standing. Any vacancy occurring on the Nominating Committee as a result of the death, resignation, retirement, incapacity, disqualification, or removal of a Nominating Committee member shall be filled first, by the First Alternate Nominating Committee Member; second, by the remaining Alternate Nominating Committee Member, if any; and third, by the Board of Directors. A person elected or appointed to fill a vacancy on the Nominating Committee shall be appointed only until the next Annual

Membership Meeting. An Alternate Nominating Committee member may attend all Nominating Committee meetings, but shall not vote and shall not be counted toward the quorum requirement for the meeting.

Article 6—Officers

- Section 1. Chair.** The Chair shall be a Director with voting rights and shall preside at all meetings of the Board. The Chair may delegate any and all responsibilities, including presiding at meetings of the Board. If there is a vacancy in the position of Chair, the Chair-Elect shall assume the office of Chair. If there is a vacancy in the position of Chair-Elect, an Executive Committee Member-at-Large may be recommended by the President/CEO and appointed by the Board of Directors, and the Voting Members shall elect both a Chair and a Chair-Elect at the next Annual Membership Meeting.
- Section 2. Chair-Elect.** The Chair-Elect shall be elected by the Voting Members at the Annual Membership Meeting and shall exercise the powers and duties of the Chair in the event the Chair is unable to act for any reason or if such powers and duties have not been delegated. The Chair-Elect shall perform other such appropriate duties as the Chair of the Board may assign or delegate. Without further election or appointment, the Chair-Elect shall assume office as Chair upon the expiration of the Chair's term or a vacancy in the office of Chair. If there is a vacancy in the position of Chair-Elect, the Board of Directors will appoint a Chair-Elect until the next Annual Membership Meeting.
- Section 3. Treasurer.** The Treasurer shall be elected by the Voting Members and shall have oversight regarding all financial records. The Treasurer shall have oversight regarding all property of AASCU and shall oversee the keeping of proper books of account which shall be open at all times to inspection by the Directors. The Treasurer shall render to the Board periodic reports of their activities as the Treasurer. As soon as practicable after the end of each fiscal year, the Treasurer shall submit to the Board the financial statements of AASCU with the opinion of certified public accountants attached. The Board may at its discretion require the Treasurer to give bond in such amount and with such surety or sureties as the Board shall determine. The discharge of any of these duties may be delegated by the Treasurer to AASCU staff. The Treasurer shall serve for a term of three (3) years.
- Section 4. Immediate Past Chair.** The Immediate Past Chair shall be a Director and shall be the individual who most recently served as Chair. The Immediate Past Chair shall preside over

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any meeting at which neither the Chair nor the Chair-Elect is present. If there is no Immediate Past Chair, this position shall remain vacant until there is an individual who meets the definition set forth in this section.

Section 5. President/CEO. The President/CEO, who shall be the chief executive officer of AASCU, shall be appointed by the Board and shall be responsible for implementation of the policies of the Board, as well as the overall conduct of the day-to-day activities of AASCU. The President/CEO shall be an Officer and an ex officio Director with no voting rights. The President/CEO shall perform such other duties as from time to time may be assigned to the President/CEO by the Chair of the Board.

Section 6. Other Officers. The Board may appoint such other Officers (e.g., Assistant Treasurer) with delegated responsibilities as may be deemed necessary or appropriate to conduct the business of AASCU.

Section 7. Term of Office. The Chair, Chair-Elect, and Immediate Past Chair shall serve for terms of one (1) year. The Treasurer shall serve for a term of three (3) years. Other than the President/CEO, each Officer must be a president, chancellor, or chief executive officer of a Voting Member and must continue to meet such qualification for so long as such individual is an Officer.

Section 8. Resignation and Removal. Appointment or election as an Officer shall itself create no contract rights. The Board may remove any volunteer Officer with or without cause, at any time. The Board may remove any employee Officer with or without cause at any time without prejudice to his or her contract rights, if any. An Officer may resign at any time by delivering written notice to the Board of Directors, the Chair, or Treasurer. Such resignation shall take effect upon such delivery, unless the notice specifies a later effective date.


Section 9. Vacancies. A vacancy in the Office of Treasurer because of death, resignation, removal, or otherwise may be filled for the unexpired portion of the term of such office by the Executive Committee of the Board of Directors until the next Annual Membership Meeting.

Article 7—Fiscal Year

The fiscal year of AASCU shall commence on the first (1st) day of July of each year and terminate on the thirtieth (30th) day of June of the following year.

Article 8—Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of the Board of Directors at a meeting of the Board at which a quorum is present, provided that the Board's ability to make any such amendment or repeal must be consistent with the requirements of the District of Columbia Nonprofit Corporation Act of 2010. The new or amended bylaws shall be presented to the entire membership at the Annual Membership Meeting.



The American Association of State Colleges and Universities (AASCU) is a Washington, D.C.-based higher education association that represents the sector of over 500 regional public colleges, universities, and systems whose members share a learning- and teaching-centered culture, a historic commitment to serving today's students, and a dedication to research and creativity that advances their regions' economic progress and cultural development. These are institutions delivering America's promise.



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