

# Articles of Incorporation

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**First:** The name of the corporation is the American Association of Colleges for Teacher Education.

**Second:** The period of duration is perpetual.

**Third:** The purpose of this association is to provide, through professional organization and cooperation, excellent programs for the education of teachers and other school personnel on the campuses of our nation's colleges and universities. Consonant with this purpose, the major objectives of the Association are as follow:

- Section 1. To provide members with the means for continuous exchange of information, experiences, and judgments concerning all aspects of teacher education.
- Section 2. To stimulate and facilitate research, experimentation, and evaluation in teacher education and in related problems of learning and teaching; to serve as a clearinghouse of information and report on these matters; and to publicize the findings of studies that have significance for the improvement of teacher education.
- Section 3. To exchange reports, experiences, and ideas with educators of teachers in other countries as a means of improving teacher education and of strengthening international understanding and cooperation.
- Section 4. To encourage and assist the administrators of teacher education institutions to develop greater competence, especially in their leadership of college faculties in developing improved programs for the education of teachers.
- Section 5. To cooperate with other professional education organizations and agencies in activities designed to establish desirable directions, goals, and standards for teacher education.
- Section 6. To make available to members, upon request, professional consultant services and other practical assistance directed to the improvements of the teaching profession.
- Section 7. To represent the education of teachers before all segments of the public as a great professional enterprise carrying special responsibilities for the development of competent citizens.
- Section 8. To encourage members to provide access to teacher education for the benefit of students and to enhance faculty development.
- Section 9. To do any and all other activities in furtherance of the foregoing purposes, consistent with the corporation's tax-exempt status.

**Fourth:** This corporation will have members.

**Fifth:** The corporation is to have three classes of members. The members shall have voting rights as established by the directors of the Association and set forth in the Association's Bylaws.

**Sixth:** The directors are to be appointed by the members in a manner to be provided in the Bylaws.

**Seventh:** The internal affairs of the corporation shall be regulated in accordance with procedures set forth in the Bylaws. In the event of dissolution of the Association, the directors shall, after payment of debts and obligations, divide the net assets equally among the nonprofit colleges and universities comprising the membership at the time of dissolution, provided such institutions are then exempt from federal income taxes as charitable and/or educational organizations.

## **Article I — Membership**

## **Article II — Representation, Meetings, and Voting of Member Institutions**

## **Article III — Board of Directors and Officers of the Association**

## **Article IV — Standing Committees**

## **Article V — Financial Operations**

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## **Article I—Membership**

### **Article I, Section 1—Regular Membership**

A. Regular membership in the Association will be limited to institutions that meet the criteria established by the Board of Directors.

B. An applicant for regular membership that meets the established criteria shall file a formal application for regular membership. Membership criteria and applications may be obtained by request from the membership department at the AACTE office in Washington, DC. The application shall include a statement from the chief administrative officer that the institution proposes to take an active part in the work of the Association and a commitment to cover the first year's membership fee.

C. AACTE membership staff and all vice presidents will review information provided by the applicant relevant to the regular membership criteria and will accept or reject the applicant as a member based on whether the criteria, as determined by the Board, have been met. The applicant will be notified of its acceptance or rejection within 30 days of AACTE's receipt of the application. If an application for regular membership is rejected, the institution may submit additional written information for reconsideration by the Board of Directors. Such responses or additional information must be submitted at least 30 days prior to the next scheduled meeting of the Board of Directors. The Board's decision on such an appeal is final. AACTE staff will provide to the Board of Directors, at each of its meetings, a list of institutions that have been accepted for regular membership and that have been denied regular membership. The Board of Directors will provide to the membership at each Annual Meeting a list of those institutions that have been accepted for regular membership during the previous year.

D. Applicants accepted as regular members shall continue thereafter to be regular members of the Association but may have their membership automatically terminated by the president for failure to pay annual dues in a timely manner or for failure to continue to meet membership criteria. In addition, the regular membership of any institution may be terminated at any time for good cause, provided that the Board has first adopted a resolution recommending such termination and setting forth the grounds therefor, and the membership has ratified the Board's recommendation at an annual or special meeting of the members. An institution desiring to withdraw from regular membership may do so at any time, but no withdrawal shall relieve such member from its obligation to pay any dues in arrears.

### **Article I, Section 2—Candidate Membership**

A. Four-year or upper-division undergraduate or graduate degree-granting institutions with significant commitment to the preparation of educational personnel that meet all the criteria established by the Board of Directors for candidate membership may apply for candidate membership. These criteria and applications for candidate membership may be obtained from the membership department at the AACTE office in Washington, DC.

B. An applicant for candidate membership that meets the established criteria shall file a formal application for candidate membership, which shall include (1) a statement from the chief administrative officer that indicates an understanding of the 5-year limit to candidate membership and that it is the intent of institution officials to apply and qualify for regular membership, (2) a statement from the chief administrative officer that the institution proposes to take an active part in the work of the Association, and (3) a statement of intent to cover applicable membership fees. The application shall be forwarded to the membership department at the AACTE office in Washington, DC.

C. AACTE membership staff and all vice presidents will review the information relevant to the criteria and will accept or reject the request for candidate membership based on whether the criteria, as determined by the Board, have been met. The applicant for candidate membership will be notified of its acceptance or rejection within 30 days of AACTE's receipt of the application. If an application for candidate member status is rejected, the institution may submit additional written information for reconsideration by the Board of Directors. Such responses or additional information must be submitted at least 30 days prior to the next scheduled meeting of the Board of Directors. The Board's decision on such an appeal is final. AACTE staff will provide to the Board of Directors, at each of its meetings, a list of institutions that have been accepted for candidate membership and that have been denied candidate membership. The Board of Directors will submit to the membership at each Annual Meeting a list of those institutions granted candidate membership during the previous year.

D. Institutions accepted for candidate membership may continue to be candidate members of the Association for a period of 5 years from the date of original acceptance contingent on the payment of annual dues in a timely manner, provided, however, that at such time as the institution actually qualifies for regular membership, it shall apply for regular membership in accordance with the procedures set forth in Section 1; if, at the end of the 5-year period, any institution does not qualify for regular membership, its candidate membership in the Association will be automatically terminated.

E. Applicants accepted as candidate members may have their membership automatically terminated by the president for failure to pay annual dues in a timely manner or failure to continue to meet membership criteria. In addition, the candidate membership of any institution may be terminated at any time for good cause, provided that the Board has first adopted a resolution recommending such termination and setting forth the grounds therefor, and the membership has ratified the Board's recommendation at an annual or special meeting of the members. An institution desiring to withdraw from candidate membership may do so at any time, but no withdrawal shall relieve such member from its obligation to pay any dues in arrears.

### **Article I, Section 3—Affiliate Membership**

A. Affiliate membership in the Association shall be open to (1) not-for-profit, 2-year or 4-year, degree-granting foreign institutions of higher education; (2) not-for-profit, 2-year, degree-granting domestic institutions of higher education; (3) not-for-profit companies, organizations, state education associations, regional education laboratories, university-based research or policy centers, or other not-for-profit educational associations as identified by the Board of Directors; and (4) for-profit organizations, associations, agencies, centers, corporations, and commercial companies.

B. An applicant for affiliate membership shall file a formal application for affiliate membership that shall include (1) either (a) a statement from the institution's catalog indicating that teacher education, or preparation for entry into a teacher education program, is one of the primary purposes of the institutions or (b) a statement from the not-for-profit or for-profit research center, agency, association, organization, corporation, or commercial entity that the improvement of the education of teachers is one of its purposes; (2) a statement of intent to apply for Affiliate Category I or Affiliate Category II membership; and (3) a statement of intent to pay applicable membership fees. The application shall be forwarded to the membership department at the AACTE office in Washington, DC.

C. AACTE membership staff and all vice presidents will review the application and will accept or reject the request for affiliate membership based on whether all specified criteria, as determined by the Board, have been met. The applicant for affiliate membership will be notified of its acceptance or rejection within 30 days of AACTE's receipt of the application. If an application for affiliate membership is rejected, the applicant may appeal the decision by submitting additional written information for consideration by the Board of Directors. Such response or additional information must be submitted at least 30 days prior to the next scheduled meeting of the Board of Directors. The Board's decision on such an appeal is final. AACTE staff will provide to the Board of Directors, at each of its meetings, a list of institutions or organizations that have been accepted for affiliate membership and that have been denied affiliate membership. The Board of Directors will submit to the membership at each Annual Meeting a list of those institutions and organizations or agencies granted affiliate membership during the previous year.

D. Applicants accepted as affiliate members shall continue thereafter to be affiliate members of the Association but may have their membership automatically terminated by the president for failure to pay annual dues in a timely manner or failure to continue to meet membership criteria. In addition, the affiliate membership of any institution may be terminated at any time for good cause, provided that the Board has first adopted a resolution recommending such termination and setting forth the grounds therefor, and the membership has ratified the Board's recommendation at an annual or special meeting of the members. An institution desiring to withdraw from affiliate membership may do so at any time, but no withdrawal shall relieve such member from its obligation to pay any dues in arrears.

## **Article II—Representation, Meetings, and Voting of Member Institutions**

### **Article II, Section 1—Representation**

A. Regular member institutions shall express themselves officially in the affairs of the Association through the medium of institutional representatives. The representatives of any regular member institutions should include, to the maximum extent possible, a cross-section of faculties engaged in the preparation of teachers, including those in academic

disciplines and all major units of the professional teacher education faculty. The number of representatives of each regular member institution shall be determined by productivity totals as defined by the dues schedule and calculated in accordance with the following formula:

- i. Four representatives for each institution that graduates from 1 to not more than 25 teacher education students and other school personnel per year.
- ii. Six representatives for each institution that graduates not fewer than 26 and not more than 50 teacher education students and other school personnel per year.
- iii. Eight representatives for each institution that graduates not fewer than 51 and not more than 350 teacher education students and other school personnel per year.
- iv. Ten representatives for each institution that graduates not fewer than 351 and not more than 700 teacher education students and other school personnel per year.
- v. Twelve representatives for each institution that graduates not fewer than 701 and not more than 1,000 teacher education students and other school personnel per year.
- vi. Fourteen representatives for each institution that graduates more than 1,000 teacher education students and other school personnel per year.

B. Each regular member institution shall advise the AACTE office in Washington, DC, by means of a required Annual Report form provided by the Association, of the names of the institutional representatives selected by the institution. One of these representatives shall be designated as the Chief Institutional Representative. Each member institution will have the right to select substitute institutional representatives at any time during the calendar year, and any individual substitution shall be effective as of the date on which the AACTE office in Washington, DC, is advised of the change. Should any designated institutional representative be unable to attend any annual or special meeting of the membership, the institution may elect to send a substitute institutional representative for any given meeting, provided the substitute presents at the time of that meeting a properly executed proxy form provided by the Association.

C. Each candidate member institution may select one individual to serve as its institutional representative, and said representative (or a duly authorized substitute) may attend all membership meetings and express views of the candidate member institution on all issues under consideration, provided, however, that the institutional representative from a candidate member institution shall have no right to vote on any issue under consideration.

D. Each Category I affiliate member may select one individual to serve as its institutional representative, and each Category II affiliate member may select up to 10 individuals to serve as its institutional representatives. Said representatives (or duly authorized substitutes) may attend all membership meetings and express the views of the affiliate member on all issues under consideration, provided, however, that the institutional representatives from affiliate members shall have no right to vote on any issue under consideration.

E. In addition, institutions that meet regular member criteria may appoint an unlimited number of professional associates. Professional associates are nonvoting representatives from member institutions.

- i. Fees associated with the professional associate category are the responsibility of the member institution.
- ii. Professional associates will be eligible to serve on Association focus councils and task forces; however, other rights and privileges extended to institutional representatives in Article II, Section 1, and other places in these bylaws shall not be granted to professional associates.

## **Article II, Section 2—Member Meetings/Quorum**

A. The Association shall hold one Annual Members' Meeting and such other meetings on such days and at such places as may be determined by the Board of Directors. Such meetings need not be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

B. The lesser of 50 or 1% of representatives of regular members registered and in attendance at an annual or special meeting of the Association or represented by proxy shall constitute a quorum.

C. Any action that may be taken at a meeting of members may be taken without a meeting by ballot, provided that a ballot is delivered to all members entitled to vote on the action, and the number of votes cast by ballot equals or exceeds a quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number cast by ballot.

## **Article II, Section 3—Voting**

A reliable voting system that provides accuracy, flexibility, and verifiable credentialing shall be employed to allow each member institution to cast a vote on every issue considered by the membership. The voting may occur at the Annual Members' Meeting or it may occur after the meeting through electronic means within a limited, specified period of time.

Each institutional representative from a regular member institution (or a duly authorized substitute from that member institution) shall be entitled to cast one vote on every issue (except for amendments as set forth in Section 5) considered by the membership.

Should voting occur at the Annual Members' Meeting, any single representative attending any meeting may cast votes on behalf of the other designated institutional representatives of his or her institution in their absence, upon the presentation of a proxy form provided by the Association, indicating his or her authorization in this regard.

## **Article II, Section 5—Amendments to Bylaws, Articles of Incorporation, or Dues Schedules**

Proposed amendments to the Association bylaws, articles of incorporation, or dues schedules shall be forwarded to all member institutions not fewer than 10 days prior to a scheduled vote by the membership and shall be considered adopted and in effect when approved by a majority vote. Notwithstanding anything set forth in Section 3, on all issues involving such amendments, each regular member institution shall have a single vote to be cast by its Chief Institutional Representative.

## **Article II, Section 6—Rules of Procedure**

The rules of procedure at the meetings of members shall be according to *Robert's Rules of Order* so far as such rules are applicable and not inconsistent with the special rules for conduct of the AACTE Business Meeting, presented at the time of such meetings and adopted by the Association membership, or by these bylaws or the Nonprofit Code of the District of Columbia. The rules of procedure may be suspended by a majority vote of the institutional representatives registered, present, and voting at such meeting, provided, however, that any institutional representative bearing a duly executed proxy form, provided by the Association, may cast votes for nonpresent representatives of his/her institution.

## **Article III—Board of Directors and Officers of the Association**

### **Article III, Section 1—Board of Directors**

A. Except as otherwise required by law or provided by these bylaws, the control of the Association and its affairs and property shall be vested in a Board of Directors, selected from regular member institutions, of no fewer than 18 and no more than 25 members. All directors shall serve staggered 3-year terms except the president of the Association who shall serve, ex officio, during his or her tenure as president. The Board of Directors shall be constituted as follows:

- i. Six individuals to be designated national representatives. The nominations and election procedures, qualifications, and criteria for these directors shall be in accordance with Article III, Section 4, of these bylaws.
- ii. Should any nationally elected representative resign from the Board of Directors or cease to be an AACTE institutional representative, or should his or her institution cease to be a member of AACTE, he or she shall be removed from the Board.
- iii. Six individuals, two from the membership of each of the three institution-alike groups known as the Association of Independent Liberal Arts Colleges for Teacher Education, the Council of Academic Deans from Research Education Institutions, and the Teacher Education Council of State Colleges and Universities. Candidates for these positions shall be nominated by the aforementioned institution-alike organization in which they hold membership and shall stand for national election. The nominations and elections procedures, qualifications, and criteria for these directors shall be in accordance with Article III, Section 4, of these bylaws.
- iv. Should any director selected pursuant to Article III, Section 1.A.iii, resign from the Board of Directors, cease to be an AACTE institutional representative, or cease to be a member of the nominating institution-alike group, or if his or her institution ceases to be an AACTE member, he or she shall be removed from the Board.
- v. Two individuals, one from the membership of the National Association for Equal Opportunity in Higher Education and one from the membership of the Hispanic Association of Colleges and Universities. Candidates for each vacant slot reserved for the aforementioned organizations shall be nominated by that organization and shall stand for national election. The nomination and election procedures, qualifications, and criteria for these directors shall be in accordance with Article III, Section 4, of these bylaws.
- vi. Should any director selected pursuant to Article III, Section 1.A.v, resign from the Board of Directors or cease to be a member of the organization specified in Section 1.A.v, he or she shall be removed from the Board.
- vii. Three college or university presidents, academic vice presidents, or provosts. The nomination and election procedures, qualifications, and criteria for these directors shall be in accordance with Article III, Section 4, of these bylaws.
- viii. Should any director selected pursuant to Article III, Section 1.A.vii, resign from the Board of Directors or cease to be associated with an AACTE member institution, he or she shall be removed from the Board, and the Board of Directors shall appoint a person to fill the remainder of the term.
- ix. The chair, chair-elect, and immediate past chair of the Advisory Council of State Representatives elected in accordance with procedures specified in that organization's bylaws.

x. Should any director selected pursuant to Article III, Section I.A.ix, resign from his or her position as an officer of the Advisory Council of State Representatives, he or she shall be removed from the Board, and the Board of Directors shall, in consultation with the ACSR leadership, appoint a person to fill the remainder of the term.

xi. The AACTE president and chief executive officer shall serve as an ex officio member of the Board of Directors during his or her tenure as president.

xii. Any director either selected by national election or representing the Advisory Council of State Representatives shall be eligible to be elected chair of the Board of Directors. Should this election occur in the third year of a director's term, his or her term will be extended 2 additional years to accommodate service as chair and as past-chair of the Board. In such event, the Board membership shall be expanded by one.

xiii. Up to two additional Board members may be elected by the Board itself, at its option. Candidates for such positions shall be limited to (1) designated individual representatives of a member institution who, by reason of his or her unique experience, expertise, or position in specific areas of teacher education, may enable the Board to serve more adequately the diversified interests of teacher education or (2) liaison representatives from organizations approved by the Board of Directors. The term of this (these) additional member(s) will be determined by the Board of Directors, but in no event will exceed 3 years.

xiv. Members of the Board of Directors must adhere to the following regulations on term limitations and re-election: there must be a three year period between terms, elected or appointed; if appointed or elected to complete less than two years of someone else's term, there is an exemption from the three year waiting period between terms; if appointed or elected to complete two or more years of someone else's term, there is no exemption from the three year waiting period.

xv. A director may resign at any time by delivering a signed notice in the form of a record to the chair of the Board of Directors or to the president and chief executive officer.

xvi. If a director resigns or is removed from the Board the following procedure will be followed: if two years or more remain in the term, the position will be filled in the next election cycle. If less than two years remains, the position will be appointed by the Governance and Elections Committee. If the director is a national representative pursuant to Article III, Section 1, A.i., the election will be offered to the two non-elected candidates who received the most votes in the previous election and the appointment will be offered to the non-elected candidate who received the most votes. If the director is an affiliate representative pursuant to Article III, Section 1, A.iii. and A.v., the affiliate group represented will submit either two names for the next election cycle or one name for appointment, dependent upon the time remaining in the term. If less than two years remains in the term for any replacement director, that director will be eligible to appear on the election ballot following the end of their term to run for a three-year term.

### **Article III, Section 2—Executive Committee**

**A. Composition of the Executive Committee.** The Board of Directors shall, at the time of the Association's Annual Meeting, elect at least two members from the membership of the Board of Directors to serve a term of office on the Executive Committee beginning at the conclusion of that meeting and ending at the conclusion of the next Annual Meeting of the Association. All directors as specified in Article III, Section 1.A, shall be eligible for election to the Executive Committee. In addition, the Executive Committee shall include the chair, the chair-elect, the past-chair, the secretary of the Board of Directors, and two Board-elected At-Large Members. The chair of the Board shall chair the Executive Committee. The chair-elect shall assume the responsibilities of the chair of the Executive Committee in the event that the chair is unable to fulfill the duties of his or her office for any reason. The secretary shall maintain the official records of the Association and the Board of Directors. The president and chief executive officer of the Association shall serve as an ex officio member of the Executive Committee.

**B. Role and Function of the Executive Committee.** The Executive Committee shall serve as an interim governing body between meetings of the Association's Board of Directors. Subject to the requirements of law, it shall operate with authority vested in it by the Board and report its meetings and actions to the Board of Directors. Functions of the Committee shall include, but not be limited to, the consideration of administrative and management matters of the Association. The Executive Committee shall study issues of importance to the Association and the teacher education profession on behalf of the Board and serve as an advisory panel to the Board on such issues. It shall assist in planning agendas for the Board of Directors meetings.

### **Article III, Section 3—Officers and Terms**

A. The officers of the Association shall be the chair, chair-elect, past-chair, and secretary of the Board and the president of the Association. The chair-elect of the Board of Directors shall be elected from and by that body at the time of the organization's Annual Meeting.

B. The term of the chair-elect shall be 1 year beginning March 1; the chair-elect shall automatically become chair of the Board of Directors March 1 of the following year and shall occupy the office of chair for a term of 1 year. The chair-elect shall be selected by the Board of Directors from those current Board members who have served at least 1 year of their terms on the Board of Directors. Should the chair of the Board of Directors ever become disabled or unable, for any reason, to execute the responsibilities of his or her office, the chair-elect will assume the responsibilities of the chair and

serve for the unexpired part of the disabled chair's term in addition to his or her own regular term. Notwithstanding any other provisions of these bylaws, the chair shall, upon completion of his or her term as chair, continue to serve 1 additional year as a director on the Board in the office of past-chair. The secretary and At-Large members shall be selected by the Board of Directors from those current Board members who have completed at least 1 year of their terms on the Board of Directors. The secretary's term shall be 2 years and shall begin following the AACTE Annual Meeting but no later than March 1. At-Large members' terms shall be 2 years, staggered such that no more than one At-Large position is up for election in a given year. At-Large Members will begin service following the Annual Meeting, but no later than March 1.

C. The Board of Directors shall name a salaried president to be the chief executive officer of the Association. The president shall have general administrative supervision of the affairs of the Association and shall be responsible for the execution of such plans and policies as the Board of Directors may authorize, direct, or approve. The president shall appoint members of the Association's staff, including a chief financial officer, and assign them appropriate titles and duties. The chief financial officer or his or her deputy shall report to the president and shall be responsible for collecting, depositing, disbursing, and recording all funds and for preparing financial statements. The president shall be an ex officio member of the Board of Directors and its Executive Committee. The president shall serve for such term as the Board may determine, provided, however, that he or she gives the Board of Directors a minimum of 60 days' notice should he or she desire to resign the responsibilities of president. The duties of the officers of the Association shall be as are usually associated with their respective offices, or as may be more specifically designated in these bylaws or by the Board of Directors.

### **Article III, Section 4—Election of Directors**

A. The Association shall have a standing Governance and Elections (G&E) Committee of six individuals, appointed by the Board of Directors. The G&E Committee shall include the past chair of the Board of Directors, at least two former members of the Board of Directors, at least one provost or president, at least two past or current members of an AACTE standing committee, and one additional member, if needed. The past chair shall chair the G&E Committee but shall have no vote except in the event of a tie. The term for members of the G&E Committee shall be 3 years, with terms staggered to provide continuity. The G&E Committee shall meet twice each year to carry out its work; one of these meetings shall be at the time of the AACTE Annual Meeting.

B. The G&E Committee shall recommend two candidates for each vacant position on the Board of Directors except the positions held by the ACSR chair, ACSR chair-elect, ACSR immediate past chair, and college presidents and/or provosts. In considering candidates, the G&E Committee shall, to the extent practical, endeavor to include geographic, ethnic, racial, gender, and institutional diversity in the total pool of candidates.

i. For individuals nominated to serve on the Board of Directors as national representatives pursuant to Article III, 1.A.i, the Committee shall ensure that candidates are AACTE Institutional Representatives, and the Committee shall give priority to nominees who have served on the organization's committees, held leadership positions in state chapters, or otherwise demonstrated service to the organization. Two candidates shall be nominated for each vacant position.

ii. For individuals nominated to serve on the Board of Directors as representatives of AILACTE, CADREI, and TECSCU pursuant to Article III, 1.A.iii, in the year one of the aforementioned organizations will have a vacancy on the Board of Directors, it shall forward to the G&E Committee for affirmation the names of at least two individuals from said group to be considered as candidates for that vacancy. The criteria for Board of Directors membership outlined in Article III, 4.B.i, shall also apply to these candidates.

iii. For individuals nominated to serve on the Board of Directors as representatives of HACU or of NAFEO pursuant to Article III, 1.A.v, in the year either of the aforementioned groups will have a vacancy on the AACTE Board of Directors, it shall forward to the G&E Committee for affirmation the names of at least two individuals from said group to be considered as candidates for that vacancy. The G&E Committee shall ensure that these candidates are from AACTE member institutions.

iv. For individuals nominated to serve on the Board of Directors pursuant to Article III, 1.A.vii, the G&E Committee shall ensure that appointees are from AACTE member institutions. Appointments shall be made by the G&E Committee and ratified by the Board of Directors for each vacant position.

v. For individuals assuming Board of Directors seats pursuant to Article III, 1.A.ix, the G&E Committee will ensure that they are from state ACTE chapters in full compliance with AACTE affiliation requirements or are State Liaison Representatives in good standing.

C. The G&E Committee shall be guided by procedures adopted by the Board of Directors for the solicitation of candidates for membership on the Board. It shall be the responsibility of the G&E Committee to oversee the process by which standing committees identify new members and to forward recommendations for committee appointments to the Board of Directors for confirmation. Criteria and procedures for identifying individuals to serve on standing committees shall be determined by the Board of Directors.

D. Institutional representatives and representatives of state associations of colleges for teacher education may recommend institutional representatives to be nominated for positions to be filled on the Board of Directors pursuant to

Article III, 1.A.i. On or before July 1, the G&E Committee shall name two candidates for each vacancy to be filled on the Board of Directors. The slate shall be transmitted by the chairperson of the committee to the president of the Association.

E. On or before November 15, the election ballot, showing the candidates for the positions to be filled pursuant to Article III, 1.A.i, Article III, 1.A.iii, and Article III, 1.A.v, shall be distributed to all designated institutional representatives as they appear on the current set of Annual Report forms (see Article II, Section 1.B). The designated institutional representative shall be instructed to submit the election ballot back to the organization.

F. All election ballots received in proper form shall be counted, and the results shall be transmitted to the Executive Committee.

G. The candidates receiving the larger number of votes shall be elected to office. In the event that vacancies have occurred on the Board of Directors so that positions represent unequal terms, longer terms will be awarded to candidates with the higher number of votes.

#### **Article III, Section 5—Responsibilities of the Board**

A. The Board of Directors shall concern itself primarily with the formulation of policies to guide the Association and to determine the major focus of the Association's programs. The Board shall maintain a continuous evaluation of the progress of such programs and foster long-range planning or programs that may better improve teacher education in the United States and abroad. The Board shall encourage the establishment and maintenance of cooperative relationships with individuals and groups actively participating in teacher education programs.

B. The Board has a fiduciary duty to the organization. Those in positions of responsibility and authority in the governance structure of the Association—both volunteers who serve without compensation and employed staff—have fiduciary duties to the organization, including duties of care, loyalty and obedience. In short, these duties require Officers and Board members to act reasonably, prudently and in the best interests of the Association, to avoid negligence and fraud, and to avoid conflicts of interest. In the event that the fiduciary duties of care, loyalty or obedience are breached, the individual breaching the duty is potentially liable to the Association for any damages caused to the Association as a result of the breach. The duties are duties to the Association as a whole; even those who only serve on a particular committee or task force owe duties to the entire Association.

#### **Article III, Section 6—Board Meetings**

A. The Board of Directors shall have in-person, face-to-face meetings at least twice each year. Such meetings should be evenly spaced, to the extent practical. It shall be the joint responsibility of the Board's chair and the president of the Association to prepare agendas for each meeting. It shall be the responsibility of the president to attend Board meetings and to bring to the attention of the Board all matters requiring Board action, including matters set forth in the advance agenda and such other matters as may be suggested by any director or by the chair of the Board.

B. The rules of procedure at the meetings of the Board shall be adopted by the Board and in accordance with *Robert's Rules of Order* as far as such rules are applicable and are not inconsistent with these bylaws or the Nonprofit Code of the District of Columbia. The rules of procedure may be suspended by a majority vote of those present and voting at such meeting. One third of the total number of voting directors of the Association shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

C. Members of the Board of Directors are expected to attend all Board meetings, unless it is impossible or impractical to do so. Any director may be removed from such office for failing to attend meetings by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

D. Board members shall serve without compensation but may be reimbursed for some or all reasonable costs incurred as a result of Board participation.

#### **Article III, Section 7—Indemnification of Directors/Officers**

A. To the extent allowed by law, the Association shall indemnify each member of the Board of Directors as described in Article III, Section 1, hereof, and each of its officers, as described in Article III, Section 3, hereof, for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

B. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a



quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as with all questions of law, on the advice of independent legal counsel.

C. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated above. The rights of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

### **Article III, Section 8—Conflicts of Interest**

A. **Existence of Conflict, Disclosure.** A conflict of interest transaction is a transaction or arrangement with AACTE in which a director or officer, or a member of his or her immediate family, has a direct or indirect interest. A conflict-of-interest situation may arise in a variety of ways, but most often arises where one of the foregoing persons (1) has a financial interest in an entity with which AACTE has a transaction or arrangement; (2) serves as an officer, director, general partner, or has some other significant influence over an entity with which AACTE has a transaction or arrangement; or (3) uses information relating to AACTE for personal profit or advantage. The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.

B. **Nonparticipation in Vote.** The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

C. **Minutes of Meetings.** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

D. **Review.** A copy of this conflict of interest statement shall be furnished to each director or officer who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed periodically for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their offices.

### **Article IV—Standing Committees**

AACTE's standing committees deal with continuing programmatic functions. Standing committees are appointed by the Board of Directors, which, in turn, has charged the Governance and Elections Committee with making appointment recommendations and has provided it with a process to use when conducting its work. The Board believes that, to the widest extent possible, it should honor the work of the Governance and Elections Committee rather than engage in the appointment process itself.

AACTE has seven standing committees:

- Committee on Global Diversity
- Committee on Government Relations and Advocacy
- Committee on Innovation and Technology
- Committee on Meetings and Professional Development
- Committee on Membership Development and Capacity Building
- Committee on Professional Preparation and Accountability
- Committee on Research and Dissemination

### **Article V—Financial Operations**

#### **Article V, Section 1—Revenues**

The primary source of operating revenues will be the dues contributed by regular and candidate institutions and by affiliate members. Operating expenses shall be reduced to the maximum extent possible by reimbursements secured through the sale of Association publications to members and nonmembers, through fees charged for conferences, and through the Association's consultative activities.

#### **Article V, Section 2—Annual Dues**

The annual dues of the Association shall be levied in accordance with a schedule of dues formulated by the Board of Directors, which shall be empowered to increase the dues schedule annually by a percentage equal to, and no greater than, the percentage increase of the Consumer Price Index (for the nation) for the most recent 12-month period. Amendments to dues schedules in accordance with any other formula must be approved by the regular members in accordance with the procedure set forth in Article II, Section 5.

**Article V, Section 3—Expenditures**

The expenditure of Association funds shall be controlled by an annual budget. It shall be the responsibility of the president of the Association to consult with the chair of the Board of Directors in the preparation of a proposed budget and to submit the same to the Board of Directors for approval and adoption. The approval by the Board of Directors of the annual budget shall be considered to constitute an appropriation of funds for the purposes designated therein and authorization to the president of the Association to cause such funds to be expended. The president of the Association shall arrange for a surety bond to ensure the faithful expenditure and safekeeping of all Association funds, the costs of said bond to be an Association operating expense.

**Article V, Section 4—Association Records**

The president of the Association shall cause appropriate records of all financial operations to be maintained at the AACTE headquarters in Washington, DC, where said records shall be available upon reasonable notice for inspection by members of the Board of Directors.

**Article V, Section 5—Audit**

The chair of the Board of Directors shall appoint a combined Finance and Audit Committee of five Board members, which shall include the past chair of the Board, the Board chair-elect, a Board member with 2 years remaining in his or her term of service, a Board member with 1 year remaining in his or her term of service, and a provost or president representative. The Finance and Audit Committee shall review a Certified Public Accountant's audit of the accounts of the Association during each fiscal year, and the Committee's report shall be presented to the membership during the annual Members' Business Meeting and via the Association's newsletter.

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*Bylaws amended in October 2015.*