

**BYLAWS OF THE
ASSOCIATION OF HIGHER EDUCATION PARENT/FAMILY PROGRAM PROFESSIONALS**

ARTICLE I: NAME AND MISSION

Section 1.01. Name.

The name of the organization shall be Association of Higher Education Parent/Family Program Professionals (AHEPPP).

Section 1.02. Mission.

The Association of Higher Education Parent/Family Program Professionals (AHEPPP) is the premier national association for higher education practitioners who work with the parents and family members of college students. The mission of the Association is to support professionals in higher education who promote student success through informed parent and family engagement.

Section 1.03. Values.

AHEPPP shares a belief in and commitment to:

- Supporting a collaborative environment
- Responsible and ethical behavior
- Leading innovation and ideas for the profession
- Diversity and inclusion
- Fiscal strength and responsibility
- Continued professional development
- Research, assessment, and best practices

Section 1.04. Non-discrimination.

The Association of Higher Education Parent/Family Program Professionals welcomes and encourages participation from all individuals who support the Association's mission and values and shall not discriminate on the basis of race, color, religion, sex, national origin, sexual orientation, gender expression or identity, ability, appearance, age, class, protected veteran status, geographic/regional location, institutional type, professional title or position.

ARTICLE II: MEMBERSHIP

Section 2.01. Members.

The organization's membership shall consist of individuals and/or institutions that support the mission of the organization and remain in good standing.

Section 2.02. Types of Membership.

1. Institutional Membership: Colleges and universities are eligible for membership upon payment of annual dues as determined by the Board of Directors. Institutional membership includes up to three individuals per college/university.
2. Student Membership: any graduate or undergraduate student from a member or non-member institution is eligible for membership upon payment of annual dues as determined by the Board of Directors.

3. Emeritus Membership: Any individual who has retired from a member institution is eligible for membership upon payment of annual dues as determined by the Board of Directors.
4. Honorary Membership: All founding Board members are granted lifetime, complimentary membership.
5. Associate Membership: Those organizations or businesses that provide products, services or programs related to college/university parent and family programs are eligible for consideration for associate membership, upon application and payment of annual dues as determined by the Board of Directors.

Section 2.03. Rights and Benefits of Members.

All members in good standing are entitled to attend meetings, participate in work groups/committees, apply for leadership positions, and vote; however, Associate Members may not serve on committees, serve on the Board of Directors, be elected to office, or vote.

Section 2.04. Eligibility.

The members of the Association shall consist of dues-paying individuals and organizations who meet the requirements of the types of membership as outlined in Section 2.02. The Board of Directors reserves the right to deny, refuse, or to allow renewal of membership as well as terminate or suspend membership for any individual, group, or organization with its discretion. Behavior which, in the sole judgement and discretion of the Board of Directors, is contrary and detrimental to its interests, operations, mission and goals, may be grounds for denial, refusal, or termination.

Section 2.05. Resignation.

Any member may resign affiliation with the Association at any time by submitting a written resignation via email to info@ahhpp.org. However, such notice shall not relieve the resigning member from the obligation to pay any dues or other charges that have accrued and remain unpaid.

Section 2.06. Dues.

Annual dues for each level of membership shall be periodically reviewed and determined by the Board of Directors.

ARTICLE III: OFFICERS AND DIRECTORS

Section 3.01. The Board of Directors.

The Board of Directors is the policy-making body and may exercise all the powers and authority granted to conduct the business and affairs of the Association. The Board of Directors shall consist of eleven members from the Association's membership.

Section 3.02. General Authority.

The Board shall determine its own structure and operating procedures which shall be made known to the membership in an appropriate and current written format. The powers of the Board of Directors include, but are not limited to, the following:

- Approval of the annual Association budget, investments, and expenditures;
- Approval of all contractual relationships and partnerships with other professional associations or government agencies;

- Development and review of the conditions of employment for any persons employed by the Association;
- Select, appoint, and dismiss members of the Board of Directors;
- Approval of the annual conference location, theme, and programs;
- Responsibility of quality control of all publications.

Section 3.03. Selection.

Candidates for Board of Directors must be members of AHEPPP in good standing. The President and President-Elect of the Board will coordinate the annual selection process, which includes determining a timeline, distributing a Call for Nominations, and collecting nominations. Any AHEPPP institutional/individual member in good standing is eligible for nomination. The current Board will review nominations and select members for appointment to the Board. Appointments to the Board shall be made prior to the end of the calendar year.

Section 3.04. Tenure.

Board of Director terms shall begin in January of a calendar year. Board members shall serve one three-year term and may be elected to one additional three-year term, not to exceed six consecutive years. Board members who are at the end of their first term may be renewed for a second term by majority vote of the remaining Board members.

Section 3.05. Vacancy.

Vacancies shall be filled by the Board, with the recommendations of the President and President-Elect. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose from the persons who received the same amount of votes as the succeeding Board member. A director appointed to fill a vacancy shall be appointed for the unexpired term of that director's predecessor in office.

Section 3.06. Extension of Term of a Director Elected to an Office.

Section 3.04 notwithstanding, any director who is elected to an office may serve an additional one or two years beyond the term limit set forth in Section 3.04 in order to serve a complete term as officer.

Section 3.07. Officers.

The officers of the Board shall consist of a President, President-Elect, Treasurer, and Conference Liaison nominated by the Board. Elected officers will serve a term of two years, with the exception of the President-Elect, who will become President after two years.

- The President shall serve as the senior officer of the Association. The duties of the President shall include, but are not limited to, the following:
 - Preside over all Board meetings and business sessions of the Association;
 - Provide leadership and direction to Association activities;
 - Hire, supervise, and dismiss employees to fill such positions as authorized by the Board;
 - Execute contracts or other instruments on behalf of the Association as the Board may authorize;

- Sign checks, drafts, or other forms of payment of money authorized by the Treasurer and/or Board;
 - Make all appointments with the approval of the Board of Directors;
 - Champion the mission and values of the Association;
 - Serve as the representative to external partners;
 - Represent the association at various meetings and events;
 - Perform other duties as prescribed by the Board.
- The duties of the President-Elect shall include, but are not limited to, the following:
 - Work closely with President to support the direction of the Association;
 - Direct the strategic planning implementation process;
 - Oversee the nomination and selection process for new Board members;
 - Coordinate orientation of new Board members;
 - In the absence of the President, perform the duties of the President at all Board and Association meetings;
 - Perform other duties as prescribed by the Board.
- The Treasurer, working closely with directors, provides financial oversight for the Association. The duties of the Treasurer shall include, but are not limited to, the following:
 - Ensure that a full and accurate account is kept for all monies received and paid out and that sound fiscal controls are in operation;
 - Prepare and furnish the Board with an operating and financial report at each regular meeting thereof;
 - Approve expenditures and reimbursements;
 - Maintain historical financial records;
 - Work with conference committee to determine annual conference budget.
- The Conference Liaison will work closely with the conference committee and attend to all issues related to the annual conference. The duties of the Conference Liaison shall include, but are not limited to, the following:
 - Serve as the primary contact for the Conference Chair and provide input from the Board of Directors;
 - Conduct a site visit with the President and Conference Chair (expenses paid by AHEPPP);
 - Participate in conference committee meetings;
 - In collaboration with the Conference Chair, monitor and manage the conference budget;
 - Provide additional support to the conference committee as needed.

Section 3.08. Compensation.

Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation and prior approval.

Section 3.09. Resignation and Dismissal.

Any Director may resign at any time upon written notice to the President. Should a President wish to resign, written notice should be delivered to the President-Elect. Such resignation shall be effective at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective. Any Board member may be dismissed from the Board at any time by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, it is in the best interests of the Association.

ARTICLE IV: COMMITTEES AND WORK GROUPS

Section 4.01. Committees.

Association members are tasked by the Board of Directors to further the mission and goals of the Association. The President shall, with the concurrence of the Board, appoint work groups and committees as needed. The size, duration, and responsibilities of these committees and work groups shall be established by the Board. The President, with guidance from the Board, may make such provisions for appointment of the chairperson of such committees; establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the business and activities of the Association.

Section 4.02. Standing Committees.

AHEPPP Standing Committees shall be the following:

1. Annual Conference Committee
2. Membership and Outreach
3. Education
4. Research and Assessment
5. Partnerships

ARTICLE V: MEETINGS

Section 5.01. Board of Directors Meetings.

Regular meetings of the Board of Directors shall be held at such times as may be determined by the Board, or as may be specified in the notice of the meeting. Every effort will be made to conduct regular meetings once per month, and meetings will be conducted by any means of communication by which all directors participating may simultaneously hear each other during the meeting (i.e., teleconference). The Board of Directors shall hold in-person meetings twice each year, with one meeting held in conjunction with the annual conference and another as determined by the Board. Board members are required to attend the in-person meetings and participate in scheduled monthly teleconferences. Situations that prevent any director from attending an in-person meeting will be handled on a case-by-case basis, and every effort will be made by the Board and the absentee to participate virtually. Agendas shall be provided at least 48 hours in advance.

Section 5.03. Notice of Meetings.

In the case of regular meetings of the Board via conference call, at least 15 days advance notice is required. Notice of an in-person meeting shall be made with reasonable notice for Board members to facilitate the necessary travel arrangements. Special meetings may be called by the President or at

the request of any two (2) directors by giving notice via email or telephone to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 5.04. Quorum.

A quorum shall consist of a simple majority (one more than half) of the Board of Directors. A quorum is required for the transaction of business.

Section 5.05. Action without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be accomplished without convening a meeting if all members of the Board or committee consent in writing that an action be approved without calling a meeting per Section 6.03. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 5.06. Annual Business Meeting.

A business meeting for the Association membership shall be held each year during the annual conference, which is usually held during the fall of each year on such date as may be determined by the Board of Directors. Association business will be conducted and will include, but is not limited to, the following:

- Report from the President on the status of the Association
- Report from the Treasurer on the annual budget
- Reports from Directors and committees

ARTICLE VI: VOTING

Section 6.01. Voting Rights.

Each Board member is allowed one (1) vote. Any employee of the Association is not a voting member.

Section 6.02 Establishing a Quorum.

Except as determined in Section 6.03, no formal action shall be taken without a quorum of the Board. In the absence of a quorum, the meeting will be adjourned to a subsequent date.

Section 6.02. Voting On any Action.

Voting for selection of Board members, election of officers, amendments to the Bylaws, or any other action or motion will be determined by majority rules using quorum established as outlined in Section 5.04.

Section 6.03. Email Voting.

When an action necessitates a full Board vote and a conference call or in-person meeting is not possible, directors may vote for or against an action in writing via email. The following is required for written actions by the Board of Directors:

- The President or the President's designee is required to send an email to the Board detailing the proposed action.
- The email must include a written ballot as an attachment (PDF) for each Director to complete. The ballot must specify the proposed action, a response field indicating "for" or "against" the action, and a signature field for the Director to sign.

- Directors must complete and sign the ballot with an original signature, and return it to the President as an email attachment by the deadline indicated.

Section 6.04. Absentee Voting.

Any Board member who is unable to be present for a vote on any action may submit their vote electronically and in writing to the President on or before the date of the vote provided that all members of the Board receive written notification of the proposed action at least 48 hours prior to the vote.

ARTICLE VII: CONFLICT OF INTEREST

Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VIII: FISCAL POLICIES

Section 8.01: Major Activities.

All new ventures in the activities of the Association, such as a major financial obligation, must be approved by the Board and any expenditure in connection therewith shall be specifically authorized for such purposes by the Board before disbursement may be made for such purpose.

Section 8.02: Excess Funds.

Whenever the cash balances of the Association are deemed to be in excess of current needs, the Board may authorize the investment of any such funds for interest earning purposes in savings accounts and/or other investment programs deemed appropriate by the Board. Such deposits shall be made in the name of AHEPPP with the authority for making of deposits and withdrawals vested in such person or persons, as the Board shall from time to time provide by resolution. The Board is further empowered to authorize loans or donations to other cooperating associations for the purpose of furthering their educational work therein when deemed advisable.

Section 8.03: Disbursements & General Reimbursements.

All checks, drafts or other payment of money, notes or other evidences of indebtedness issued in the name of or payable to AHEPPP and requiring signature shall be signed or endorsed by such person or persons and in manner as from time to time shall be determined by the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or President Elect. AHEPPP will reimburse only expenses that have been officially approved by the Board through its annual budget. Members cannot incur a program expense without the prior approval of the appropriate person.

Section 8.04: Budget Development, Review and Approval.

Designated financial reports outlining operational expenses shall be provided monthly to the Board by the Treasurer. The Treasurer submits the annual budget for review at the November Board

Meeting. In preparing the budget, the Treasurer reviews the financial needs of the organization, taking into consideration the priorities of the Association's strategic plan and the financial history of AHEPPP. Budget revisions must be approved by the Board of Directors.

Section 8.05: Annual Audit.

AHEPPP shall require an annual audit of its accounts by a certified public accountant to audit the records and review the internal controls.

Section 8.06: Fiscal Year.

The fiscal year of the Board shall be January 1 to December 31, but may be changed by resolution of the Board of Directors.

ARTICLE IX: AMENDMENTS

These by-laws may be amended by a two-thirds vote of the Board of Directors. Proposed amendments shall be presented in writing to the President and copies of the proposed amendment(s) shall be provided to each Board member at least 15 days before the scheduled meeting.

ARTICLE X: INDEMNIFICATION

Every member of the Board of Directors and member of AHEPPP may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members in connections with any threatened, pending, or completed action, suit or proceedings to which they may become involved by reason of their being or having been a member of the Board of Directors or general member associated with the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or association member is entitled.

ARTICLE XI: CERTIFICATION

These bylaws were approved by a two-thirds majority vote on Thursday, November 13, 2014. These bylaws were amended by unanimous vote on Wednesday, March 23, 2016.