

# Bylaws of the

## American Association of Universities – Human Resource Institute

### ARTICLE I – NAME

The name of the organization shall be the “American Association of Universities – Human Resource Institute,” hereafter referred to as the “AAU-HR Institute.”

### ARTICLE II – CHARTER

The Association of American Universities is comprised of 60 U.S. and two Canadian public and private research universities. The AAU-HR Institute’s formation is predicated on the recognition of the leadership, governance and management complexities related to size and scope of AAU universities.

The AAU-HR Institute is organized and operated for the purpose of: 1) providing a forum for professional relationships among CHROs who are responsible for the nation’s most complex universities; 2) assembling the CHROs of these universities and other academicians in the corporate, public and university sectors for advanced executive development, exposure and opportunities; and 3) elevating the human resources discourse and leadership effectiveness of the nation’s major research universities.

### ARTICLE III – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. There shall be at least three (3) classes of membership, in addition to any other classes that the organization deems appropriate to add from time to time:

- (1) Member institutions are those designated as members of the American Association of Universities. Other global institutions outside the United States that are comparable in size and complexity and who are approved by the Institute may also be members. Member Institution Representatives are individuals employed at Member Institutions who regularly lead its human resources functions and activities. This individual would be recognized as the chief human resources officer at the Member Institution. For purposes of these bylaws, university system CHROs are included as membership eligible when one or more campuses hold membership in the AAU.
- (2) Honorary Members. An Honorary Member is any person who has made substantial and continuing contributions to the understanding and resolution of human resource issues affecting AAU universities. Any advisor or consultant to the AAU-HR Institute meeting these qualifications, when so designated by the AAU-HR Institute, may also be elected an Honorary Member by the AAU-HR Institute as a mark of distinction. Such Honorary Members have all rights and privileges of Member Institution Representatives, but shall not have the right to vote or hold office or membership of the AAU-HR Institute.
- (3) Emeritus Members. An Emeritus Member is any representative of a Member Institution who has rendered outstanding service or made substantial contributions to the AAU-HR Institute who, upon his or her retirement, or upon such other termination of his or her representative status, may be elected to Emeritus Membership by the AAU-HR Institute. Such Emeritus Members shall have all rights and privileges of Member Institution

Representatives, but shall not have the right to vote or hold office of the AAU-HR Institute. Emeritus Membership is bestowed by the AAU-HR Institute as a mark of distinction.

SECTION 3. TERMINATION OF MEMBERSHIP. The AAU-HR Institute maintains the right to terminate any membership or designation of any representative.

#### **ARTICLE IV – FINANCE**

SECTION 1. FISCAL YEAR. The fiscal year of the AAU-HR Institute shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

SECTION 2. INCOME. Income shall be derived from Institute registration fees and from such other sources as the Board of Directors may approve.

SECTION 3. DUES. It is the intent of the AAU-HR Institute that registration fees will be set at a level to achieve a “break even” basis for the programmatic and other meeting costs directly associated with the AAU-HR Institute. Dues, if any are required, shall be established by the Board of Directors and assessed annually for each Member Institution and Individual Member.

#### **ARTICLE V – BOARD OF DIRECTORS**

SECTION 1. AUTHORITY OF BOARD OF DIRECTORS. The responsibility for the general conduct of the affairs of the AAU-HR Institute between meetings of the membership shall be vested in a board, known as the Board of Directors, which shall be elected by the membership, and have the full power and authority to do all acts and perform all functions which the AAU-HR Institute might do or perform, except it shall not have the power to modify the substance or official action taken by the membership.

Whenever, between meetings of the Board of Directors, the Chair shall deem it necessary for the determination of any question, the Chair may cause a vote of the Board to be taken by mail (including electronic means) and such a vote shall have the same effect as a vote of the Board in session. Promptly after completion of a mail vote, the Secretary shall certify the result and shall provide notice thereof to the members of the Board of Directors. The action taken by the vote shall be reflected in the minutes of the next meeting of the Board of Directors. It shall be the duty and responsibility of the Board of Directors to arrange for an Annual Meeting of the Institute.

SECTION 2. MEMBERSHIP AND TERMS OF OFFICE.

(a) The Board of Directors shall consist of twelve (12) Institute members who shall elect from the Board membership the Chair, Vice Chair/Chair-Elect, Secretary, Treasurer, and the Immediate Past Chair. The Board shall appoint, at will, a President and Vice President to conduct the ongoing affairs of the Institute. During their period of appointment, the two (2) appointees shall be ex-officio members of the Board of Directors.

(b) Terms of office of members of the Board of Directors not specified elsewhere in these Bylaws shall be for three (3) years each. Each member of the Board of Directors shall hold office until his or her successor shall have been duly elected.

**SECTION 3. MEETINGS OF THE BOARD.** At least one regular meeting of the Board of Directors shall be held each year. This regular meeting shall be held immediately preceding or coincident with and at the same place selected for the Annual Meeting of the AAU-HR Institute. Any other regular meetings will be held upon the call of the Chair, or seven (7) members of the board, at such time and place as he or she shall select, giving reasonable advanced notice of such meeting. Special meetings of the Board of Directors may be called telephonically or otherwise by the Secretary at the written request of the Chair or any seven (7) of the Board of Directors.

**SECTION 4. QUORUM.** A quorum at any meeting of the Board of Directors shall consist of seven (7) members.

## **ARTICLE VI – OFFICERS**

**SECTION 1. ELECTED OFFICERS.** The elected officers of the AAU-HR Institute shall consist of the Chair, Vice Chair/Chair-Elect, Secretary, Treasurer, and Immediate Past Chair. **APPOINTED OFFICERS.** The appointed officers shall consist of the President and Vice President.

**SECTION 2. TERMS OF OFFICE.** The Chair shall be elected for a term of one (1) year. Immediately following the last one (1) year term, the Chair shall assume the position of Immediate Past Chair for a one (1) year term. The Vice Chair/Chair-Elect shall be elected for a term of one year and shall succeed to the Chair at the time of election of officers in the ensuing year; and shall not be eligible to succeed himself or herself as Chair-Elect. The Secretary and Treasurer shall be elected for a term of three (3) years each and shall hold office until a successor shall have been duly elected and shall have qualified. Each officer, with the exception of the Vice Chair/Chair-Elect and Immediate Past Chair, shall be eligible for re-election for one successive term of office and may also be nominated and elected for the positions of Vice Chair/Chair-Elect at any time during or after their term of office.

**SECTION 3. DUTIES AND RESPONSIBILITIES.** The duties and responsibilities of the Board of Directors shall be as follows:

- (a) The CHAIR shall preside at all meetings of the AAU-HR Institute and of the Board of Directors and shall perform all duties ordinarily incident to the office. The Chair shall recommend such actions to the AAU-HR Institute and to the Board of Directors as he or she deems proper.
- (b) The VICE CHAIR/CHAIR-ELECT shall act as Chair in the absence of the Chair. The Chair and Vice Chair/Chair-Elect shall be ex-officio members of every AAU-HR Institute committee.
- (c) The TREASURER shall supervise the receipt, disbursement and investment of all funds of the AAU-HR Institute, in a manner approved by the Board of Directors.
- (d) The SECRETARY shall supervise recording and publishing of the minutes of the meetings, shall approve and direct the dispatch of required and proper notices, and shall be the officer in charge of the AAU-HR Institute's official files and records.

- (e) The PRESIDENT shall be the chief executive of the Institute and be responsible for the operations, including the annual meetings in New York.
- (f) The VICE PRESIDENT shall support the President and Institute in all matters related to the Institute, emphasizing program development.

#### **ARTICLE VII – COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of all elected members of the Board of Directors.

SECTION 2. COMMITTEE APPOINTMENTS. The Chair shall from time to time appoint such committees as shall be deemed necessary to carry on the activities of the AAU-HR Institute and to further its objectives. Following the annual call for volunteers, the Vice Chair/Chair-Elect may designate such committees and their members to become effective upon his or her succession as Chair. No committee shall have the full authority of the Board of Directors.

#### **ARTICLE VIII – ELECTIONS AND VACANCIES**

SECTION 1. NOMINATIONS AND ELECTIONS. Elected Officers and members of the Board of Directors shall be nominated by the current Board, which shall solicit, as appropriate, suggestions from the members of the AAU-HR Institute by mail. Elections shall be by the membership in attendance at the annual meeting.

SECTION 2. VACANCIES. Any vacancies occurring in the offices of Chair, Vice Chair/Chair-Elect, Secretary or Treasurer and in membership on the Board of Directors shall be filled by the Board of Directors, such appointee to serve out the unexpired term of his or her predecessor.

SECTION 3. CONTINUATION IN OFFICE. A member of the Board of Directors who ceases to meet the eligibility requirements as a Representative in accordance with these bylaws during his or her term of office may, with specific approval of the Board of Directors, continue to hold office until the completion of the term for which he or she was elected, or in the case of the Vice Chair/Chair-Elect, until the completion of the term as Chair.

#### **ARTICLE IX – MEETINGS OF THE HR INSTITUTE**

SECTION 1. ANNUAL MEETING. A meeting of the AAU-HR Institute shall be held once each year. The time and place of such meeting shall be designated by the Board of Directors as early as possible, but not less than 180 days prior thereto. The mailing of such information to each Member Institution, Representative, Associate Individual Representative, Honorary Member and Life Member at the address listed on the records of the AAU-HR Institute shall constitute compliance with this section. The Chair and Treasurer shall report during the meeting concerning matters of interest to the AAU-HR Institute, and the election of members of the Board of Directors shall take place at a business session during the annual meeting. Mailing in this context includes communicating through electronic means.

SECTION 2. QUORUM. A quorum of any meeting of the AAU-HR Institute shall be present, if at least fifty (50) percent of the Member Institutions have one Representative present.

**ARTICLE X – AFFILIATION**

The AAU-HR Institute has a professional affiliation with the National Academy of Human Resources. The AAU-HR Institute also has a professional and operational affiliation with the College and University Professional Association for Human Resources (CUPA-HR) for the purpose of accounting, logistical support, and the identification of emerging human resource issues that may merit review by the AAU-HR Institute. An account shall be held by CUPA-HR wherein all Institute monies shall be deposited. Expenditures shall be determined by the authority of the Board of Directors of the Institute.

**ARTICLE XI – DISSOLUTION**

The Board of Directors of the AAU-HR Institute shall have full authority, consistent with these bylaws, to regulate the internal affairs of the AAU-HR Institute and to establish its policies. In the event of dissolution or final liquidation of the AAU-HR Institute, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the AAU-HR Institute, distribute all the remaining funds equally to the Member Institutions.

**ARTICLE XII – BYLAWS**

The Board of Directors shall adopt bylaws for the conduct of the affairs of the AAU-HR Institute. Such bylaws may be adopted, repealed or amended at any meeting of the Board of Directors by majority vote of the Board, provided that any proposed amendment to the bylaws shall have been filed in writing with the Secretary at least thirty (30) days prior to any meeting of the Board of Directors and shall have been submitted by the Secretary promptly in writing to the Board. The Board of Directors may at any regular or special meeting held prior to such Annual Meeting propose amendments for consideration by the membership at such Annual Meeting.