**BYLAWS**

*(Updated: 2019-2020)*

**MISSION**

The Alliance for Hispanic Serving Institution Educators (AHSIE) supports practitioners through professional learning, collaboration, engagement and sharing best practices.

**VISION**

AHSIE aims to strengthen institutions of higher learning to ensure that Latina/o/x students thrive academically, professionally and personally.

**ARTICLE I: NAME**

**Section 1: Name of Organization**

The name of the organization is the “Alliance of Hispanic Serving Institution Educators”, hereafter referred to as “AHSIE”.

**ARTICLE II: LOCATION**

**Section 1: Offices**

The AHSIE national office shall be at such address as the AHSIE Council may decide. AHSIE may also have an office or offices at such other place or places as the Council may from time to time establish for the purposes AHSIE may require.

**Section 2: Scope**

AHSIE is national in scope.

**ARTICLE III: NON-PROFIT STATUS**

AHSIE may not engage in any activity, nor participate in any endeavor, that would tend to violate or compromise its status as a Non-Profit Corporation pursuant to the various sections of the federal Internal Revenue Code under which it may qualify.

**ARTICLE IV: GOVERNANCE AND STRUCTURE**

**Section 1: Governance**

The affairs of AHSIE are governed by its Members through an elected, representative Council.  Every Member in good standing of AHSIE has a vote and a voice in the conduct of AHSIE’s business.

**Section 2: Name of Governing Body**

The name of the governing body of AHSIE is AHSIE Council, hereafter referred to as the “Council”.

**Section 3: Structure of Governing Body**

The Council consists of elected AHSIE members. The number of Council members is determined by resolution of the Council without amendment of these bylaws. The Council is elected by the full membership of AHSIE and is responsible for the direction of AHSIE’s activities. The Council elects an Executive Committee that consists of current Council members and other ex-officio or emeritus members as determined by the Council.

**Section 4: Strategic Plan**

The Council will revise and update its strategic plan every three years; and the Council will review and assess its progress, annually.

**ARTICLE V: GENERAL MEMBERSHIP**

**Section 1: AHSIE Members**

The membership of AHSIE is open to anyone committed to our vision, mission and values.  Membership is secured by an annual paid membership fee.

**ARTICLE VI: COUNCIL MEMBERS AND OFFICERS**

**Section 1: Council Members**

AHSIE Members are eligible to serve on the Council by the election process as delineated in the Article VI Section 3. Council members must maintain active membership status and must currently be an employee, retiree or currently enrolled student of an HSI.

**Section 2: Nomination of Council Members**

Call for Council member nominations takes place at least 90 days prior to the annual conference. The Council accepts nominations from any active AHSIE member meeting the criteria as delineated in Article VI Section 1.

**Section 3: Election of Council Members**

AHSIE members elect Council members from the AHSIE membership who meet the stipulated criteria as delineated in Article VI Section 1. The election takes place prior to the annual conference with the installation of members held at the annual conference. An ad hoc election committee of at least two Council members and a minimum of two AHSIE members at large are appointed by the Executive Committee and directed to manage the election process. For each open seat, Council members are elected by a majority vote of those voting in an election.

S**ection 4: Terms of Council Members**

Each Council member’s term is for three (3) years, unless the Council

determines to elect a member of the Council for a shorter period of time due to vacancies or staggering of terms. The term of each Council member begins and ends at the annual conference when new Council members are installed.

**Section 5: Term Limits for Council Members**

Terms for Council members are limited to three (3) consecutive terms.

**Section 6: Removal of Council Members**

Those Council Members who are excessively absent and/or do not actively participate in assigned activities over a specified period of time are evaluated by the Executive Committee.  The Executive Committee with Council consultation determines whether to remove the Council member from the Council and his/her assigned activities. A Council member will be removed for other reasons, including but not limited to 1) not adhering to the mission of the organization; 2) unethical behavior; 3) not fulfilling Council roles and responsibilities; etc.

**Section 7: Resignation of Council Members**

A Council member’s resignation must be done in writing and submitted 30 days prior to the resignation taking effect.

**Section 8: Council Member Vacancies**

In the event a Council member vacancy occurs due to dismissal or resignation, the Executive Committee with consultation from the Council may or may not appoint a successor depending on the current needs of the Council. If a new appointment is necessary, the Council will select an appointee from the last election cycle of Council members beginning with the candidate(s) with the highest number of votes.

**Section 9: Executive Committee Members**

The Executive Committee is comprised of the President, Secretary/Historian and Vice Presidents.

**Section 10: Terms of Executive Committee Members**

Each Executive Committee member will hold office for two years, with a term limit of three (3) consecutive terms. The term of each Executive Committee member begins and ends at the annual conference.

**Section 11: Election of Executive Committee Members**

The election of Executive Committee members will take place annually following the general council elections and at least 30 days prior to the annual conference. An ad hoc election committee of at least two Council members plus a minimum of two (2) members-at-large is appointed by the Executive Committee and directed to manage the election process.

**Section 12: Executive Committee Elections Process**

The election committee accepts nominations for the Executive Committee vacancies from any Council member. Any acting Council member is eligible to run for an Executive Committee position. Nominations and election of Executive Committee members take place prior to the annual conference with the installation of new Executive Committee members at the annual conference. The member receiving the simple majority of the vote is elected into office. In the event of a tie, a tie breaking election will take place and the winner will be the determine by simple majority vote.

**Section 13: Executive Committee Member Vacancies**

In the event an Executive Committee member vacancy occurs due to dismissal or resignation, the Executive Committee in consultation with the Council will elect a successor for the remainder of the term.

**Section 14: Compensation of Council or other Members**

Under no circumstances will there be any compensation to Council members or AHSIE members in their service to AHSIE or in its dissolution.

**ARTICLE VII: COMMITTEES**

**Section 1: Committees**

AHSIE will have standing, ad-hoc, and other committees as determined and needed by the Council to provide organizational and strategic support.

**ARTICLE VIII: MEETINGS**

**Section 1: Member Meeting**

A meeting of AHSIE members is held on an annual basis at the annual conference.

**Section 2: Council Meetings**

Council meetings are held on a monthly basis and are open to all AHSIE members.

**Section 3: Executive Committee Meetings**

Executive Committee meetings are held monthly or as deemed necessary by the Executive Committee. The date, time, and method of the meetings is determined by the Executive Committee.

**Section 4: Quorum**

A quorum of the Council is one more than 50% of the Council. A quorum of the Executive Committee is a simple majority of the Executive Committee members eligible to vote.

**Section 5: Majority action**

Decisions or acts of the Council or Executive Committee are determined by a majority vote.

**Section 6: Parliamentary Authority**

Meetings shall be governed by rules of procedure determined by the Council.  **ARTICLE IX: MEMBER DUES**

**Section 1: Member Dues**

Dues for members are paid on an annual basis. The fees for members are determined by the Council. Member dues are not prorated for members who join at varying times of the year.  Member dues and type are publicized on the AHSIE website.

**Section 2: Eligible Membership through Conference Fee**

Any individual attending the conference with paid registration fees receives a one-year membership to AHSIE. *See Article V. Section I, Membership, for additional criteria.*

**Section 3: Annual Membership Period**

The term of membership is the calendar year from date of annual conference to next annual conference.

**ARTICLE X: FINANCIAL CONTROLS**

**Section 1:** **Procedures**

Financial Controls are set forth in AHSIE’s operations policies which will be monitored and reinforced by the Vice President of Finance and are to be reviewed on an annual basis by the Executive Committee with appropriate legal counsel or external auditor in accordance with applicable laws.

**ARTICLE XI: CONFLICT OF INTEREST**

**Section 1: Conflict of Interest**

Whenever a Council member has a financial or personal interest in any matter coming before the Council, the Council shall ensure that:

1. The interest of such Council members is fully disclosed to the Council.

2. No interested Council member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Council at which such matter is voted upon.

3. Any transaction, in which a Council member has a financial or personal interest, shall be duly approved by members of the Council not so interested or connected, as being in the best interests of the organization.

4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Section 2: Disclosure**

Any Council member for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Council according to the operations policies.

**Section 3: Recusal.**

No Council member shall discuss or vote on any matter which would involve a conflict of interest. Any Council member for whom there may exist a conflict of interest, direct economic interest, or prejudice in the outcome, shall refrain from discussion or vote on any such matter and recuse themselves from the vote.

**ARTICLE XII: DISSOLUTION**

**Section 1: Dissolution**

AHSIE exists in perpetuity or until dissolved by the Council in accord with these bylaws.

**Section 2: Special Meeting for Dissolution**

A special meeting for the purpose of dissolving AHSIE may be called at any time upon a Council  Member’s motion at any meeting of the Council, followed by an affirming three- fourths (3/4)  plurality vote of Council members then in attendance and voting; or, alternatively, by a written  petition for a special meeting to consider dissolution, in proper form and duly signed by no less than a three-fourths (3/4) plurality of its Members then in good standing as shown on AHSIE’s current membership roster.

**Section 3: Conduct of the Meeting for Dissolution**

The President of the Council will preside at any special meeting convened to consider dissolution of AHSIE; and a mandatory quorum of three- fourths (3/4) of the Members then in good standing, as shown on AHSIE’s membership roster, shall be required for the discussion of the question of dissolution, which shall be the only question considered at said special meeting.

**Section 4: Disposition of Assets**

Upon dissolution of AHSIE, the Council shall distribute assets remaining after payment and make provision for payment of all debts and liabilities of AHSIE. Assets shall be distributed to a nonprofit fund, foundation, association, conservancy, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, and which has a mission and purpose congruent with the purposes of AHSIE.

**ARTICLE XIII: INDEMNIFICATION**

The Council may adopt a resolution authorizing the purchase and maintenance of insurance against liability on behalf of any sponsor organization, member, or agent of the Council.

**ARTICLE XIV: AMENDMENTS**

**Section 1: Vote**

These bylaws may be amended by a two-thirds vote of the Council.

**Section 2: Notification**

Notification of proposed changes to these bylaws must be submitted in writing to the full AHSIE membership at least 30 days prior to voting on said changes.

**Section 3: Distribution of Information**

Copies of changes to these bylaws shall be made available to all members.