THE BYLAWS OF THE

ASSOCIATION ON HIGHER EDUCATION AND DISABILITY

PREAMBLE

Association on Higher Education And Disability (AHEAD) is an international, multicultural organization of professionals committed to full participation in higher education for persons with disabilities. The Association is a vital resource promoting excellence through leadership, education, communication, and training.

ARTICLE I: NAME

The name of this organization shall be the Association on Higher Education And Disability, formerly known as the Association on Handicapped Student Service Programs in Postsecondary Education (AHSSPPE). AHEAD is a not-for-profit corporation incorporated in the State of Ohio.

ARTICLE II: STRUCTURE

The Association on Higher Education And Disability (hereafter referred to as the Association or AHEAD) is created as a volunteer professional organization directed by a volunteer Board of Directors and operated under the authority of the Board of Directors by the Chief Staff Officer. Furthermore, the Board of Directors is comprised of appointed and elected Officers and Directors who are responsible to carry out the mission of the Association through policy formation, the execution of fiduciary responsibility, open communication with the membership and maintenance and growth of the Association. The Chief Staff Officer under authority of the Board of Directors has responsibility for implementing the policy of the Board and directing the staff to carry out the operation of the Association.

ARTICLE III: PURPOSE

SECTION 1. PURPOSE: The purpose of the Association shall be to serve as an organization that provides education, leadership, and professional development, and to:

A. Serve as the primary source of disability related expertise on accessibility, legislation, rights, and any other information as it pertains to higher education by:

1. Providing assistance and resources to members on topical information, current issues and emerging trends and technologies.

2. Serving as an educational organization.

3. Collecting and disseminating information through topical publications, newsletters, professional journals, workshops, conferences, research, program assistance, evaluation and assessment, and training programs.

B. Provide a vehicle that will strengthen the professionalism, expertise, and competency of those individuals working with with disabilities in higher education through:

1. Encouraging the development and expansion of a communication network primarily for those persons professionally involved in programs and services that address issues of equity and access in higher education

2. Promoting research, evaluation, programmatic and fiscal planning.

3. Providing members with opportunities for training in order to educate administrators, faculty, staff and students in institutions of higher education, the public, and public officials in the areas of disability, disability rights, access and inclusion,

4. Exploring areas of qualifications and competency of persons working in disability support service positions.

C. Encourage and support legislation and the creation of inclusive environments that benefit higher education and individuals with disabilities.

D. Promote coordination between agencies, associations and organizations with an interest in, or purpose related to, higher education, diversity and students individuals with disabilities.

E. Promote the civil rights and opportunities of college and university students, staff, faculty, and graduates with disabilities.

SECTION 2. LEGAL ORGANIZATION: Provided further, the Association is organized and operated exclusively for educational purposes and should carry on only those activities permitted to be carried on by a corporation qualified to be exempt from U.S. Federal Income Taxes by Section 501 (C)(3) of the U.S. Internal Revenue Code presently in force, or which may, hereinafter become in force and is not, and shall at no time act as nor be, a private foundation as defined in Section 509 of the U.S. Internal Revenue Code of 1954, as amended.

SECTION 3. EQUITY:

AHEAD values a multiplicity of perspectives and worldviews and believes that increased diversity enhances our professional organization. AHEAD is committed to equity, inclusion, and access, and works intentionally to represent diversity across the organization and support professional development and practice that is congruent with these values.

ARTICLE IV: MEMBERSHIP

SECTION 1. INTRODUCTION: Membership shall be open and available to any interested person who supports AHEAD's mission and, as such, is committed to the full participation in higher education by persons with disabilities, according to dues categories as established by the Board of Directors. Current membership categories, dues rates, and applicable rights and requirements shall be recorded in the public records of the Association and available for open public review and comment at all times.

SECTION 2. ELIGIBILITY: The eligibility of an applicant for membership in any

category other than Honorary member shall be determined by the Chief Staff Officer (or designee) in consultation, if need be, with the chair of the body responsible for membership. Any determination of eligibility may be appealed to the Board of Directors.

SECTION 3. DUES: The membership and dues year shall be January 1st through December 31st.

ARTICLE V: MEETINGS

SECTION 1. FREQUENCY: Meetings of the Board of Directors take place no less than three times annually. One meeting shall coincide with the annual meeting of the Association at the conference site.

A. A quorum of the board, for conducting business, will be constituted by a majority plus one (1).

B. Meetings of the Board may take place in person or via conference call, video-conference, or other manner in which there is the ability to immediately and dynamically communicate in a manner appropriate for conducting the business of the Association.

C. Input of the Board, including actions requiring a vote, may be solicited by fax, Internet, email or phone.

D. The accessibility of all meetings will be ensured by the Board.

E. Meetings of the Board shall be open to the public.

SECTION 2. NOTICE: Notice of pending meetings of the Board shall take place in sufficient time to allow participation by the membership.

SECTION 3. BUSINESS MEETING: A business meeting of the Association will take place at each annual conference for the purpose of reporting financial and other information to the membership.

A. A quorum at such meeting will be represented by those in attendance.

B. Decision on any votes taken during this meeting will be represented by a plurality of the votes.

SECTION 4. CONSENTS: Board of Directors meetings held and actions taken without notice as provided for in these Bylaws shall be valid as each Board member entitled to notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting. Such written consents or approvals are filed with the records of the meeting.

SECTION 5. AFFILIATES: Meetings of Regional Affiliates of the Association shall take place in accordance with guidelines established by each Affiliate and consistent with policies and mission of the Association.

SECTION 6. PRESIDENTIAL REPRESENTATION: The President is an ex-officio member of all committees.

ARTICLE VI: ADMINISRATIVE AUTHORITY

SECTION 1. ROLE OF BOARD OF DIRECTORS: The administrative authority of the Association shall be vested in the Board of Directors which shall be comprised of Officers and Directors empowered to do all things permitted by law and to exercise all authority within the purposes stated in the Articles of Incorporation or incidental thereto.

SECTION 2. ROLE OF EXECUTIVE COMMITTEE: The Executive Committee of the Board shall be comprised of the Officers of the Association, and the Chief Staff Officer serving as an ex-officio member.

A. The Executive Committee shall have full authority to conduct the affairs of the Association when an emergency precludes involving the entire Board.

B. Such authority must remain within the provisions of these By-laws and consistent with the By-laws and policies established by the Association.

SECTION 3. ROLE OF OFFICERS: The Officers of the Association shall be the President, President-Elect, Treasurer, Secretary, and Equity Officer. The Officers shall be responsible for the annual evaluation of the Chief Staff Officer with input from the Board. The duties of the Officers shall be consistent with those currently in place as decided on by the Board of Directors and maintained in the public records of the Association.

SECTION 4. COMPOSITION: The Board of Directors shall comprise the Officers and other Directors elected by the members or appointed by the sitting or in-coming President, with not more than 50 percent appointed. The Chief Staff Officer shall serve as an ex-officio and non-voting member of the Board of Directors.

SECTION 5. STAFF: The Chief Staff Officer functions as the chief staff representative of the Association and is responsible for the overall direction, implementation, and supervision of the business and programmatic affairs of the Association and its headquarters in accordance with the purpose and policies formulated by the Board.

SECTION 6. PROCEDURE: Nominations, appointments and elections of Officers and Directors shall take place annually in accordance with procedures established and approved by the Board of Directors.

SECTION 7. ELIGIBLITY OF PERSONS: All elected and appointed Officers and Directors shall be eligible voting members of the Association.

SECTION 8. ELECTIONS: Officers shall be elected by plurality of the members of the Association eligible and voting in an election. At least 50 percent of the Directors shall be elected by plurality vote of the members of the Association eligible and voting in an election – with the remaining Directors appointed by the individual who will be serving as President when the new Director takes office. All regular elections shall be concluded no later than May 31st.

SECTION 9. TERM OF OFFICE. Directors shall be elected or appointed so that there are always three groups of approximately equal size, with their terms of service ending in consecutive years.

A. The term of office of President and President-Elect shall be each for a period of two years. At the completion of said two years the President-Elect shall become President and the President shall retire to the Past Presidents Council.

B. All other Officers and Directors shall serve for a term of three years.

C. In the event of a vacancy in the office of President, the President-Elect shall assume the duties of President without prejudice to the ensuing term of office.

SECTION 10. SCHEDULE: Terms of office for both Officers and Directors shall begin at the end of the annual conference but no later than August 15.

SECTION 11. TERM LIMITATION: Officers and Directors shall not serve more than two consecutive full terms in the same Office or Director position. A full term is defined as half or more of the position’s term.

SECTION 12. MEMBERSHIP REQUIREMENT: Officers and Directors shall be and must remain current members of the Association while holding office.

SECTION 13. RESIGNATION: Any Officer or Director may resign at any time by giving written notice to the President or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President or the Board.

SECTION 14. APPOINTMENTS: The President shall appoint, with approval of the Board of Directors, a replacement to fulfill an Officer’s or Director’s remaining term.

SECTION 15. INVOLVEMENT: Officers and Directors are expected to attend all meetings of the Board. Any member of the Board who is unable to attend a meeting shall, in writing addressed to the President or Secretary, state the reason for his/her absence. If the reason is accepted by the Board, the Director’s absence shall be excused. Any Officer or Director who is absent from two consecutive regular meetings or three nonconsecutive regular meetings of the Board during a single term shall automatically vacate his/her position as an Officer or Director.

SECTION 16. COMPENSATION: No Officer or Director, other than the Chief Staff Officer, shall serve for compensation but may be reimbursed for actual, reasonable expenses incurred on official Association business.

ARTICLE VII: FINANCE

SECTION 1. RESPONSIBILITY: The Board of Directors shall be responsible for maintaining the fiscal integrity of the Association and for ensuring financial stability and growth.

SECTION 2. REVENUE: Income shall be derived from sources consistent with the purpose and mission of the Association, as contained in Article III of this document.

SECTION 3. FISCAL YEAR: The fiscal year shall be October 1, XX through September 30, XX.

SECTION 4. MEMERSHIP CATEGORIES: The Board of Directors shall review the membership categories and dues on a periodic basis, but at least every five (5) years.

SECTION 5. FEES: Conference registration fees and all other conference fees shall be established by the Chief Staff Officer upon consultation, as needed, with the Board of Directors or appropriate committee of the Board.

SECTION 6. ROLE OF TREASURER: The Treasurer shall provide oversight to the fiscal affairs of the Association.

SECTION 7. RISK OF FUNDS: Association funds shall be invested in instruments which are insured and/or are of a type and level of risk approved by the Board of Directors. The Board of Directors shall establish and periodically review the types of instruments and the level of risk allowed for investments.

SECTION 8. FISCAL INSTRUMENTS: Instruments of investment shall be selected by the Treasurer in consultation with the Chief Staff Officer (or designee) and an appropriate committee of the Board with responsibility for the financial matters of the Association. The selected instruments of investment shall be of a type and level of risk as established by the Board of Directors.

SECTION 9. GRANT SUBMISSION: The Board of Directors, or their designee(s), shall authorize the submission of grant requests.

SECTION 10. GRANT ADMINISTRATION: The Board of Directors, or their designee(s), shall oversee the implementation of all grants received by the Association. This oversight shall include, at a minimum, a procedure for programmatic and fiscal evaluations in accordance with Generally Accepted Accounting Practices.

SECTION 11. AUDITS: The financial and accounting systems of the Association shall be audited at the close of the fiscal year in accordance with applicable statutes and regulations, and in a manner prescribed by the Board of Directors.

SECTION 12. CURRENCY: All financial transactions, fees and references made thereto will be in U.S. funds.

ARTICLE VIII: COMMITTEES

SECTION 1. ESTABLISHMENT: The Association, at the direction of the President, with concurrence of the Board of Directors shall establish, maintain and dissolve committees as may be needed to conduct its business and activities. Chairs of each committee will be selected and appointed by the President and will be expected to report to a named and designated member of the Board of Directors.

A. Board liaisons are expected to serve as ex-officio members of the committees for which they bear responsibility.

SECTION 2. STANDING COMMITTEES: Standing committees will exist at the pleasure of the Board.

SECTION 3. SPECIAL COMMITTEES: Special committees will be specifically charged and dismissed upon task completion.

ARTICLE IX: CONFLICT OF INTEREST

SECTION 1. DEFINITION: No member of the Association on Higher Education And Disability (AHEAD) Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in AHEAD. Each individual shall disclose to AHEAD any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of AHEAD’s Board of Directors or Staff shall refrain from obtaining any list of AHEAD clients for personal or private solicitation purposes at any time during the term of their affiliation.

SECTION 2. DISCLOSURE: Officers, Directors, and employees shall review the conflict of interest policy for applicability and, at least annually, disclose potential conflicts of interest in accordance with procedures established by the Board of Directors.

ARTICLE X: ASSOCIATION OFFICE

SECTION 1. ADMINISTRATION: The Association office will be administered by the Chief Staff Officer, appointed by the Board of Directors.

ARTICLE XI: REMOVAL

SECTION 1. OFFICER: Officers may be removed from the Board, with or without cause, by a two-thirds majority of the members voting by a manner consistent with that established for election of Officers and Directors.

SECTION 2. DIRECTORS: Directors may be removed by a majority vote of the Board of Directors.

ARTICLE XII: AUTHORITY

SECTION 1. BYLAWS: The Bylaws shall be the sole authority for the Association and shall supersede all other governing documents.

ARTICLE XIII: INDEMNIFICATION

The Association may, by resolution of the Board, provide for indemnification by the Association of any and all of its Directors and Officers or former Directors and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been Directors or Officers of the corporation, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Association may purchase insurance for such indemnification. Notwithstanding the above, where a court of competent jurisdiction finds upon application, that despite such adjudicated liability, but in view of all of the facts and circumstances of the case, such Director or Officer is fairly and reasonably entitled to indemnity for such expenses as the court considers just and proper, or in such cases as provided for under the applicable laws, indemnification shall be made.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

SECTION 1. PROCEDURE: Robert's Rules of Order shall govern the Association’s meetings in all cases in which they are applicable and not inconsistent with these Bylaws or any rules of order the Board may adopt.

SECTION 2. PARLEMENTARIAN: The President shall appoint a Parliamentarian for all meetings of the Association.

ARTICLE XV: ARCHIVES

SECTION 1. ARCHIVES: The Archives of the Association shall be held at the Association headquarters and shall be updated annually by the Chief Staff Officer with the assistance of the Secretary of the Association.

ARTICLE XVI: AMENDMENTS

SECTION 1. BYLAWS: Amendments to the Bylaws pertaining to Structure, Purpose, Executive Authority and Amendments may be initiated only by members of the Board.

A. Upon approval of a two-thirds vote at a meeting of the Board of Directors, the amendment shall be made available to the entire membership for vote.

B. Members shall be given thirty-day’s notice of a pending vote.

C. The Association may allow members to vote by mail or the Internet; each member may submit only one vote.

D. Upon two-thirds approval of those voting, the amendment shall become part of these Bylaws.

SECTION 2. ELIGIBILITY: Amendments to the Bylaws pertaining to matters other than those listed above may be initiated by any active voting member upon written presentation to the Board.

A. Upon a majority vote of the Board, the amendment shall become part of the Bylaws.

SECTION 3. PROCEDURE: The Board may make amendments to the Bylaws not requiring approval of the membership upon a majority vote at any meeting constituting a quorum.

ARTICLE XVII DISSOLUTION

In the event that AHEAD is dissolved, assets remaining after all debts are paid will be put into an endowment from which scholarships will be funded for students with disabilities. The AHEAD Board will appoint trustees to administer these scholarships. All properties of the Association will be liquidated by the Board.

Amended February 10, 2020