

# BY-LAWS OF THE ASSOCIATION FOR THE ADVANCEMENT OF SUSTAINABILITY IN HIGHER EDUCATION

As amended August 21, 2015

## PREAMBLE

The Association for the Advancement of Sustainability in Higher Education (AASHE) is a member association of colleges and universities in the U.S. and Canada. Our mission is to promote sustainability in all sectors of higher education, from governance and outreach, through education, communication, research and professional development. Businesses, nonprofit organizations and government agencies can join as AASHE partners.

## ARTICLE I Members

**Section 1.** Any college or university described in Section 2 of this Article I, or business, non-governmental organization or government agency described in Section 3 of this Article I, shall constitute a “Member” with the right to vote for Member-Elected Directors pursuant to Section 2 of Article II. Members shall have no governance or voting rights except to the extent provided in these By-Laws.

**Section 2.** College and University Members. Any college or university may join AASHE by payment of appropriate dues in accordance with Section 6 of this Article I.

**Section 3.** Associate Members. Businesses, non-governmental organizations and government agencies may join AASHE by payment of appropriate dues in accordance with Section 6 of Article I.

**Section 4.** The Board of Directors may designate certain persons or groups of persons as advisors or councilors or other category in accordance with their contributions to AASHE. Such persons shall serve in an honorary capacity and shall in such capacity have no right to vote at any meeting.

**Section 5.** AASHE retains the right to remove a Member at any time if the Member fails to pay dues required under Section 6 of this Article I (“Dues”), or if the Member uses the AASHE name or association in a manner inconsistent with the goals of AASHE or misrepresents AASHE in any way. Removal of Member status shall not entitle any such Member to a refund of any Dues, and Member shall remain liable after loss of Member status for any unpaid Dues or other agreements to which the Members have committed.

**Section 6.** Each Member shall pay Member Dues in the amount, time, and manner determined from time to time by the Board of Directors. The amount of the Dues may vary depending on the individual Member. Contributions shall be due and payable at the principal office of the Corporation or at any other place designated by the Board of Directors.

**Section 7.** Each Member shall designate an individual to serve as “Primary Point of Contact” for purposes of the Member’s AASHE membership and provide contact info for such individual, including an address, phone number, and email address. The Primary Point of Contact shall vote on behalf of the Member in the election for Member-Elected Directors described in Section 2 of Article II. It is each Member’s responsibility to ensure that the contact info for the Primary Point of Contact is up to date, and failure to do so may result in such Member losing the chance to vote in the election for Member-Elected Directors.

## **ARTICLE II**

### **Directors**

**Section 1. Powers.** The Board of Directors shall have the entire charge, control and management of AASHE (also referred to as the corporation) and its property and may exercise all or any of its powers.

**Section 2. Number and Election.**

(a) Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that constitutes the whole Board of Directors shall be fixed at a minimum of 9 and a maximum of 17 seats, comprising Directors elected by Members pursuant to Section 2(b) of this Article II (“Member-Elected Directors”) and Directors elected by the Board of Directors pursuant to Section 2(c) of this Article II (“Board-Appointed Directors”).

(b) No less than 30% and no more than 50% of the Director seats shall be filled Member-Elected Directors. The precise number of Director seats filled by Member-Elected Directors shall be determined by the Board of Directors from time to time in its sole discretion. Member-Elected Directors shall be elected by the Members annually as needed to fill vacancies in the number of Member-Elected Director seats. Each Member shall have one (1) vote in such elections, which shall be exercised by the individual designated by the Member as the Primary Point of Contact. Elections shall be conducted electronically pursuant to procedures adopted from time to time by the Board of Directors, provided that no election shall be effective unless and until votes are received by at least ten (10) percent of Members. Any individual from a Member organization may submit an application proposing a candidate for Director (including himself or herself), but Member-Elected Directors must be directors, officers, employees, or owners of a Member organization. All applications for Director seats shall be reviewed and vetted by the Nominations and Elections Task Force, which will select, in its sole discretion, a slate of candidates for Member-Elected Directors.

(c) Board-Appointed Directors shall normally be appointed by the Board at the annual meeting but may be appointed at a regular or special meeting as determined in advance by the Directors. Any individual from a Member organization may submit an application proposing a candidate for Director (including himself or herself). All applications for Director seats shall be reviewed and vetted by the Nominations and Elections Task Force, which will select, in its sole discretion, a slate of candidates for

Board-Appointed Directors comprising certain individuals proposed by the application process and/or any other individuals deemed suitable by the Nominations and Elections Task Force.

**Section 3.** Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office for a three-year term or until their successors are chosen and qualified. The term of a director may be renewed, but no director may serve more than six consecutive years.

**Section 4.** Resignation. Any Director may resign by delivering his/her written resignation to the Chair of the Board. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

**Section 5.** Removal. A Director may be removed from office with or without cause by vote of a majority of the Board. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her. Unexcused absence of a Director from board meetings for at least six months is cause for the Chair to bring the matter to the attention of the Board for review and possible removal of the inactive Director, provided reasonable notice has been given to the Director.

**Section 6.** Annual and Regular Meetings. An annual meeting and other regular meetings of the Directors may be held at such times and places as the Board of Directors may from time to time determine. If the annual meeting of directors cannot be held as scheduled, a special meeting shall be held in lieu thereof with the same force and effect as the annual meeting. Any such special meeting shall be called and notice shall be given as provided in Section 8. Regular meetings of the Directors may be held without call or notice at such times and places as the Board of Directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. The Board of Directors shall hold a minimum of four meetings per year, including the Annual Meeting.

**Section 7.** Special Meetings. Special meetings of the Directors may be called by the Chair of the Board, by the Secretary, or by 10% of the smallest quorum entitled to vote and shall be held at the place designated in the notice or call thereof.

**Section 8.** Notices of Meetings. Except as otherwise expressly provided, notices of meetings of the Directors shall be given to each Director by the Chair of the Board or the Secretary (or Executive Director on their behalf): (a) by delivering such notice by hand or fax or email to him/her at least forty-eight hours before the meeting, or (b) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting.

If a special meeting is called otherwise than by the Chair of the Board or Secretary, such notice may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Chair of the Board or Secretary (or Executive Director on their behalf) shall constitute a call of the meeting by him/her. If the Chair of the Board or Secretary refuses or neglects for more than twenty-four

hours after receipt of a call to give notice of such special meeting, or if the offices of Chair of the Board and Secretary are vacant or the Chair of the Board and Secretary are absent from the country or incapacitated, such notice may be given by the Officer or one of the Directors calling the meeting (or Executive Director on their behalf).

Notice need not be given to any Director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A notice or waiver of notice of a Director's meeting need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting by law, by these By-laws, or by the Articles of Organization.

**Section 9.** Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned or postponed meeting, may make any reasonable adjournment thereof.

**Section 10.** Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

**Section 11.** Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

**Section 12.** Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such a committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**Section 13.** Compensation of Directors. Directors shall not receive any salary or compensation for their services as director. A Director shall be entitled to be reimbursed for reasonable expenses incurred in carrying out duties as Director if the expenses are approved in advance by the Treasurer.

**Section 14.** Minutes of Meetings. A record of all Board actions and meeting minutes shall be given to the Executive Director and shall be maintained as part of the official records of the organization.

**Section 15.** Executive Director. The Executive Director shall be selected and hired by the Board of Directors, and serves at the will of the Board. The Executive Director shall have a voice in Directors' meetings because of her/his position but shall not have a vote, and the position does not count in determining the number of Directors of the Board.

## **ARTICLE III**

### **Officers**

**Section 1.** Enumeration. The officers of the corporation shall be a Chair, a Vice Chair/Chair Elect, a Treasurer, and Secretary and other officers as may from time to time be determined by the Directors.

**Section 2.** Election and Vacancies. Vice Chair/Chair Elect, Treasurer and Secretary shall be elected annually by the Directors at the annual meeting of the Board of Directors, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Officers are elected for a one-year term. Normally, after one year of service the Vice Chair/Chair elect assumes the role of Chair, and the Chair serves as Past Chair, an advisory role to the new executive committee. The term of the Secretary and Treasurer may be renewed but normally they may not serve more than four consecutive years. Any vacancy in an office may be filled by the Directors in mid-year and such successor in office shall hold office for the unexpired term of his/her predecessor. The Nominations and Elections Task Force shall collect nominations for any officer position which is vacant or shall be vacant after the next regular board meeting, and shall publish a slate of nominees at least 15 days in advance of any vote. Officers must be elected by a majority vote of directors present at a properly noticed and quorumed meeting.

**Section 3.** Qualification. The Chair shall be a Director. Any two or more offices may be held by the same person.

**Section 4.** Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the Chair, Vice Chair/Chair Elect, Treasurer and Secretary shall hold office until the next annual meeting and thereafter until a successor is chosen and qualified. Other officers shall hold office until the next annual meeting of the Directors, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

**Section 5.** Resignation. Any officer may resign by delivering his/her written resignation to the Chair (or if the Chair is resigning, to the Secretary), and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

**Section 6.** Removal. The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided that an officer being removed for cause may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove him/her.

**Section 7.** Chair of the Board. The Chair of the Board when present shall preside at all meetings of the Directors. He/she shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be the Chair's duty and he/she shall have the power to see that all orders and resolutions of the Directors are carried into effect. The Chair shall from time to time report to the

Directors all matters within his/her knowledge which the interests of the corporation may require to be brought to its notice. The Chair shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

**Section 8.** Vice Chair/Chair Elect. In the absence or disability of the Chair, his/her powers and duties shall be performed by the Vice Chair/Chair Elect. The Vice Chair/Chair Elect shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Vice Chair/Chair Elect shall succeed the Chair if the Chair resigns.

**Section 9.** Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He/she shall promptly render to the Chair and other Directors such statements of transactions and accounts as the Chair and other Directors may require from time to time. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

**Section 10.** Secretary. The Secretary shall keep a record of the meetings of the Directors, and shall serve the functions of a clerk as specified in Massachusetts law. In the Secretary's absence a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall succeed the Vice Chair/Chair Elect if both the Chair/Chair Elect and Vice Chair resign.

## **ARTICLE IV** **Committees**

**Section 1.** Committees. The Directors may, by vote of a majority during any properly quorumed meeting, establish one or more committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Unless the Directors otherwise designate, each committee may make rules regarding the holding and conduct of its meetings and the number of committee members required for a quorum or to take action. The Board of Directors shall have the power to fill vacancies in, change the membership of, or disband any such committee. Directors shall be the sole voting members on any committee described in this Article IV. Any member of a committee described in this Article IV who is not serving ex officio may be removed by the Directors at any time with or without cause by a vote of a majority of the entire number of Directors then in office.

**Section 2.** Standing Committees.

(a) Executive Committee. An Executive Committee, comprising the Chair, Vice Chair/Chair Elect, Treasurer, Secretary, Past Chair, and the Executive Director (all of whom shall serve ex officio for as long as they hold the applicable positions) shall set the agenda for each Board of Directors meeting and exercise powers of the Board of Directors regarding urgent issues that require Board attention when a

quorum of the Board cannot be convened in a timely fashion. The Past Chair serves in an advisory role and does not vote on matters before the Executive Committee. The Executive Committee shall report all actions taken by it at the next Board meeting. **The Executive Committee shall coordinate all Committee assignments for Directors using information provided by the Governance Committee.**

(b) Finance Committee. The Board of Directors shall elect a Finance Committee comprising two current Directors along with three ex officio members: the Treasurer, Executive Director, and AASHE Business Officer. The Treasurer shall serve as chair of the Finance Committee. Directors serving on the Finance Committee who are not ex officio are elected for two-year terms which may be renewed once, with elections being held at the annual meeting or at a special meeting held in lieu thereof. The Finance Committee shall review AASHE's budget, recommend to the Board financial policies, goals and budgets that support the mission, values and strategic goals of AASHE, and review AASHE's financial performance with respect to AASHE's goals.

(c) Audit Committee. A Finance Committee, comprising the members of the Finance Committee serving ex officio, plus one additional Director elected by the Board of Directors, and AASHE's Chief Financial Officer serving ex officio, shall assist the Executive Director in selecting an independent external auditor, review with the audit firm the annual financial statements and reports, and management letter in preparation for a report to the full Board of Directors, and review AASHE's internal controls. The Director serving on the Audit Committee who is not ex officio is elected for a two-year term, which may be renewed once, with elections being held at the annual meeting or at a special meeting held in lieu thereof.

(d) Governance Committee. The Board of Directors shall elect a Governance Committee comprising the Vice Chair/Chair Elect serving ex officio, plus four current Directors and one staff member from the AASHE leadership team who is non-voting. Members of the Governance Committee who are not ex officio are elected for two-year terms which may be renewed once, with elections being held at the annual meeting or at a special meeting held in lieu thereof. The Governance Committee shall review requests for amendments to the By-Laws, and develop and review policies that govern AASHE activities. The Governance Committee shall establish the Nominations and Elections Task Force to prepare, review, vet and present the slate of proposed Directors in accordance with election procedures adopted by the Board of Directors from time to time.

### **Section 3. Steering Committees.**

(a) Steering Committees or other volunteer groups may be created to support the work of the organization.

## Article V Conflict of Interest

**Section 1.** Purpose. The purpose of the conflict of interest policy is to protect AASHE's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interests applicable to nonprofit and charitable organizations. All Directors shall sign the conflict of interest policy each year. The Executive Director shall review each signed statement and report the results of the review to the Board of Directors.

**Section 2.** Non-voidable Transactions. No contract or transaction between AASHE and one or more of its Directors or his or her family member, or between AASHE and any other organization of which one or more of its Directors or his or her family member are members, shareholders, directors, trustees or officers, or in which any of them has any direct or indirect financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the Director is present or participates in the meeting of the Directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

- (a) The material facts of his or her relationship or interest pertinent to the contract or transaction are disclosed or are known to the Directors or the committee which authorizes, approves or ratifies the contract or transaction, and the Directors or the committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested persons, even though the disinterested persons are less than a quorum; and
- (b) The contract or transaction is in the best interests of AASHE as of the time it is authorized, approved or ratified by the Directors or a committee thereof.

**Section 3.** Common or interested persons. Common or interested persons may be counted in determining the presence of a quorum at a meeting of the Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. However, the common or interested persons must withdraw from voting on the interested contract or transaction in which they have a financial interest.

**Section 4.** Disclosure. Each Director must provide the Board of Directors with an annual written disclosure of the following:

- (a) the Director's direct and indirect business involvements with AASHE and those of his or her family members; and
- (b) the Director's other board memberships, whether of for-profit or non-profit corporations; and
- (c) the total amount received by the Director from AASHE for services rendered to AASHE or as a vendor of goods to AASHE.

Such annual written disclosure must be circulated to all of the Directors of AASHE and must be updated throughout the year, as necessary.

**Section 5. Gifts and Gratuities.** No Director shall knowingly accept gifts or gratuities totaling over \$100 per year from any and all vendors known to be doing business with AASHE.

## **ARTICLE VI Inspection of Records**

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business.

## **ARTICLE VII Checks, Notes, Drafts and Other Instruments**

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the Treasurer or the Chair, or by others authorized to do so by the Board, including the Executive Director. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so. No individual shall sign a check issued to him/herself.

## **ARTICLE VIII Fiscal Year**

The fiscal year of the corporation shall be the calendar year ending with December 31 each year.

## **ARTICLE IX Amendments**

The Directors may make, amend, or repeal these By-Laws, in whole or in part. Amendments and changes may be proposed by any Director or officer of AASHE. A two-thirds vote of all Directors then in office is required for passage.

## **ARTICLE X Non-discrimination**

AASHE does not discriminate on the basis of race, color, creed, religion, gender, gender identity, national origin, age, mental or physical disability, marital status, sexual orientation, or any other status protected by law.

## **ARTICLE XI**

### **Indemnification of Directors and Officers**

**Section 1.** Each person who has been, now is, or shall hereafter be a member of the Board of Directors, an officer, or committee member of the organization shall be indemnified by AASHE to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting there from in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith and in the reasonable belief that his or her action was in the best interests of AASHE.

No members, director or officers of the corporation nor any officer or director of the members of the corporation shall be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Section 2.** Indemnification of the persons specified in Section 1 may include payment by AASHE of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended ("Chapter 180") and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 1 of this Article and under Section 6 of Chapter 180.

**Section 3.** AASHE shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of AASHE, or is or was serving at the request of AASHE as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not AASHE would have the power to indemnify him or her against such liability.