

NAASS Bylaws (as approved October 2018)

Article I. Name

The name of this Association shall be the North American Association of Summer Sessions, Inc. (NAASS).

Article II. Purpose

The purpose of the organization shall be the development and promotion of summer and other special sessions, programs, and initiatives in higher education. All activities of the Association shall be exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Article III. Membership

Section 1. Membership in the Association shall consist of voting and non-voting members.

Voting (Institutional) membership shall be open to all not-for-profit colleges and universities having summer or special sessions, or who have interest in such programs, and are accredited by an appropriate and recognized authority that accredits institutions of higher education. Any college or university seeking voting membership in the North American Association of Summer Sessions shall apply in writing to the President of the Association.

Non-voting membership shall be open to those individuals, for-profit institutions, organizations, and companies who are not affiliated with an institution eligible for institutional voting membership, but who have professional interest in the purpose of the Association.

Section 2. Annual dues assessed to voting member institutions and to non-voting members shall be established by the Administrative Council.

Section 3. New members shall be admitted in accordance with the procedures outlined in the Bylaws.

Section 4. The Administrative Council shall have the authority to establish categories of non-voting membership, including eligibility criteria, dues and fees, duration, and obligations. Non-voting membership is defined in Article III, Section 1 of the Bylaws.

Article IV. Representation

Section 1. Each voting member institution shall receive one vote on any question or issue before the Association.

Section 2. Although each institution may send as many attendees to the annual meetings as it deems appropriate, each voting member institution shall be officially represented by the institution's designated lead individual or his/her designee.

Article V. Administrative Organization

Section 1. The Administrative Council is the governing body of the Association and shall comprise:

The officers of the Association: the President, the President-Elect, and the Treasurer;

One Vice-President from each of the geographical regions designated as Association regions in the Bylaws; and

The immediate Past President.

Ex-Officio members on the Administrative Council may be appointed and serve at the pleasure of the Administrative Council.

The President, Past President, President-Elect, and Treasurer shall constitute the Executive Committee of the Administrative Council.

Section 2. The Executive Committee is authorized to conduct the routine business of the Association between Administrative Council meetings. It shall report regularly to the Administrative Council, refer non-routine, important matters to the Administrative Council for action, and fill ad interim vacancies in the Association.

Section 3. Upon dissolution of the Association, the Administrative Council shall provide for payment of all debts of the Association, then shall dispose of all remaining assets in a manner consistent with the purposes of an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Article VI. Meetings

Section 1. At least one business meeting of the Association shall be held in each calendar year, as determined by the Executive Committee. Ordinarily, this meeting shall be held in conjunction with the Annual Conference of the Association.

Section 2. Special meetings of the Association may be called by the Administrative Council, providing that reasonable notice is given to each member institution.

Section 3. Meetings of the Association may be conducted in person or virtually using means and methods approved by the Executive Committee.

Section 4. The Association shall host an Annual Conference (or Meeting) open to all members (voting or non-voting) as well as any others interested in summer and special sessions.

Section 5. Regions can chose to convene annual meetings, following the guidelines outlined in Article XI, Section 5 of the Bylaws.

Article VII. Amendments

Section 1. Amendments to the Association's Bylaws may be voted on at any annual meeting of the voting membership, provided they are submitted to the Administrative Council in writing at least 30 days before the meeting, recommended for adoption by the Administrative Council, and circulated by the Council to the voting membership at least 15 days before the annual meeting.

Section 2. Adoption of amendments to the Bylaws shall be by two-thirds affirmative vote of the member institutions in attendance at the annual meeting.

Article VIII. Rules of Order

In all matters not covered by these Bylaws, this Association shall be guided by Roberts Rules of Order Recently Revised.

Article IX. Dues

Section 1. The annual dues for voting and non-voting membership shall be designated by the Administrative Council. Payment of institutional dues shall establish voting eligibility.

Section 2. Failure to pay annual dues prior to the opening of the annual business meeting shall result in removal of the institution from membership.

Article X. Powers and Duties of Officers

Section 1. The President or, in the absence of the President, the President-Elect shall preside at all meetings of the Association, the Administrative Council, and the Executive Committee. In addition, the President shall perform the duties customarily associated with the office of the President.

Section 2. The Treasurer, after consulting with the Executive Director, shall prepare an annual budget for approval by the Executive Committee and the Administrative Council. In addition, the Treasurer will review all financial statements and financial audits of the Association and chair the Finance Committee.

Section 3. The Executive Committee is authorized to act in the name of the Administrative Council. Such authorization may be rescinded by a majority vote of the Council membership.

Article XI. Regions

Section 1. The following geographical regions are established for the purpose of providing regional representation on the Council and for such other purposes as may prove convenient.

Middle/Southern Region

Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, and West Virginia, the Virgin Islands, the West Indies

Northeastern Region

Connecticut, Delaware, District of Columbia, Maine, Massachusetts, New Brunswick, New Hampshire, New Jersey, New York, Newfoundland, Nova Scotia, Ontario, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, and Vermont

North Central Region

Illinois, Indiana, Iowa, Kansas, Manitoba, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin

Western Region

Alaska, Alberta, Arizona, British Columbia, California, Colorado, Hawai'i, Idaho, Montana, Nevada, New Mexico, Oregon, Saskatchewan, Utah, Washington, Wyoming, and the states of Mexico contiguous to these states

Section 2. Regional governance shall consist of a Regional Board for each of the geographical regions designated as Association regions in Article XI, Section 1. Each Regional Board shall consist of the Regional Vice President (RVP) and two Assistant Regional Vice Presidents (AVPs) appointed by the Regional Vice President from other institutions in his/her geographical region to serve for a single two-year term. The Regional Vice President can also appoint other officers to the Board as deemed appropriate by the region. All Regional Board members must be members of NAASS.

Section 3. While Assistant Vice Presidents' exact responsibilities and duties may be at the designation of the RVP and may be adapted to the particular needs of a region, it is suggested that:

One Assistant Vice President will assist with and document the activities and events of the region, including the regional meeting; and

One Assistant Vice President will assist the Regional Vice President with membership and the marketing of the regional and annual NAASS conferences.

Section 4. The Regional Vice Presidents from each region together shall constitute a Council of Regional Vice Presidents that will serve in an advisory capacity to the NAASS Administrative Council for regional issues. The Council shall elect a chair annually from among its members.

Section 5. Regional committee chairs will serve on their respective national committees.

Section 6. Regions are encouraged, but not required, to convene annual regional conferences or meetings. The decision to host a regional meeting/conference is determined by the Regional Vice President (RVP) and approved by the Executive Committee.

Article XII. Special Interest Groups (SIGs)

Section 1. Special Interest Groups (SIGs) are composed of Institutional NAASS members formally organized around a common interest under the NAASS organizational structure.

Section 2. To be recognized as a SIG, the SIG will have a current Memorandum of Understanding (MoU) as approved by the NAASS Administrative Council.

Section 3. A SIG may have an ex-officio representative to the Administrative Council during the term of its MoU and when approved by the Administrative Council as otherwise set forth in these Bylaws.

Article XIII. Elections and Appointments

Section 1. Administrative Council members shall hold the following terms of office (ad interim and pro tem appointments shall not apply):

One-year terms for the President, President-Elect, and the immediate Past President.

Two-year terms for the Treasurer and Regional Vice Presidents.

Nominations and elections for the North Central and Western Regional Vice Presidents shall be held during even-numbered years; those for Treasurer, Northeastern, and Middle/Southern Regional Vice Presidents shall be held during odd-numbered years.

Section 2. At least six months prior to the annual business meeting, the President shall appoint a Nominations and Elections Committee made up of five members. The Nominations and Elections Committee shall be chaired by the immediate Past President of the Association.

This Committee shall solicit nominations from the membership. Making every effort to keep the Administrative Council as evenly balanced among the regions as possible, the Committee shall nominate candidates, preferably two, to fill each office to be routinely vacated at the next

annual meeting. In the event the President-Elect is not able to succeed to the presidency, the Committee shall also nominate candidates for the office of President.

Section 3. The Nominations and Elections Committee shall provide for election, by electronic mail, by the membership of the officers to take office at the next annual meeting. Ballots and biographical information should be mailed electronically at least 60 days prior to the annual business meeting, with a return deadline no later than 30 days prior to the meeting.

Those elected shall be notified in writing by the President at least two weeks prior to the annual meeting. Where more than two candidates are nominated for a given office, election shall be by a plurality vote. Regional Vice Presidents shall be elected by their constituents; officers shall be elected by the entire voting membership.

Section 4. No member of the Administrative Council shall serve more than two consecutive terms in the same capacity; ad interim and pro tem appointments shall not apply.

Section 5. If a member of the Administrative Council cannot complete his or her term, the Nominations and Elections Committee will nominate two candidates to the President to complete the term. The President, in consultation with the President-Elect, will appoint the individual to complete the term.

Section 6. Standing and ad hoc committees shall be appointed by the President with the approval of the Executive Committee.

Article XIV. Quorum

A quorum shall consist of 30 percent of the member institutions represented at the annual business meeting.

Article XV. Executive Director and Administrative Support Services

Section 1. The Association, through a recommendation by the Executive Committee and with the approval of the Administrative Council, may choose to contract to provide administrative support services.

Section 2. The Executive Committee, with approval of the Administrative Council, may choose to appoint an Executive Director who shall be ex-officio, non-voting member of the Executive Committee and the Administrative Council.

Section 3. The responsibilities of the Executive Director and the contracted administrative services provider shall be determined by the Executive Committee. The performance of the Executive Director and the contracted administrative services provider shall be reviewed annually by the Executive Committee with input from the Administrative Council.

Section 4. The Executive Director shall report to and serve at the pleasure of the Executive Committee.

Article XVI. Retired and Honorary Life Members

Section 1. Members who have retired from active service as directors of summer session are encouraged to continue as individual members and to attend meetings of the Association.

Section 2. The Association may select certain retired colleagues as Honorary Life Members, provided

They have been active in summer session management for at least ten years; and

They have consistently provided outstanding service to NAASS.

Section 3. Honorary Life Members shall be selected by the following process:

The Nominations and Elections Committee shall solicit from the membership nominations of candidates fitting the criteria in Article XVI, Section 2 of the Bylaws.

The Administrative Council shall elect the person(s) to be so honored in a given year (if any) from among those nominated; and

Announcement of the elected person(s) shall be made at the next NAASS annual conference following the process.

Section 4. Honorary Life Members shall have the following privileges:

Registration fees for the annual conference shall be waived for life for the honoree;

Membership fees shall be waived for life;

The Association shall provide lodging during the annual conference in the year of election; and

Honorary Life Members may participate, but not vote, in the annual business meeting of NAASS.

Article XVII. Standing Committees

Section 1. The Association shall establish the following standing committees: Conference and Program Planning, Creative and Innovative Awards, Finance, Nominations and Elections, Membership and Communication, Quality and Research.

Additional standing committees may be established by the President of the Association with the approval of the Administrative Council.

Section 2. With the exception of the Finance Committee and the Nominations and Elections Committee, chairpersons shall be appointed by the President of the Association.

The Finance Committee shall be chaired by the Treasurer of the Association.

The Nominations and Elections Committee shall be chaired by the immediate Past President of the Association.

Section 3. Terms of office for the chairpersons of the Finance and Nominations and Elections Committees shall be for the length of their terms as Treasurer and immediate Past President.

Terms of office for chairpersons of the other standing committees shall be for a period of one year but may be reappointed.