



Texas Association for Higher Education Assessment, Inc. Bylaws

Updated and approved September 24, 2024.

Article 1. Name

The name of this Association is Texas Association for Higher Education Assessment (hereinafter referred to as "TxAHEA" or the Association).

Article 2. Purpose

The purposes for which TxAHEA is organized are exclusively educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Internal Revenue Law. The principal purposes of this Association shall be to provide for: (1) the creation of a platform for collaboration among persons having interests and activities related to assessment, accreditation, strategic planning, institutional effectiveness, institutional research, policy analysis, instruction, and improving student learning in higher education; (2) professional development to support institutional effectiveness at community colleges, universities, and other institutions of higher education; and (3) dissemination of information and exchange ideas on issues and concerns of common interest to those involved in assessment, accreditation, strategic planning, institutional effectiveness, institutional research, policy analysis, instruction, and improving student learning in higher education.

Article 3. Calendar

The fiscal year of the Association shall be a twelve-month period ending December 31 of each year.

Article 4. Membership and Voting

Section 1. Membership in the Association and election to any office or appointment to any committee shall not be based on race, ethnic origin, sex, age, sexual orientation, or religious conviction.

Section 2. Membership in TxAHEA shall be open to all interested in assessment, accreditation, strategic planning, institutional effectiveness, institutional research, policy analysis, instruction, or improving student learning in higher education.

Section 3. There shall be the following categories of membership: professional membership, associate membership, student membership, and emeritus membership.

Section 4. **Professional membership** is the regular TxAHEA membership and is limited to persons employed by a college, university, or other institution of higher education and are engaged in the fields of assessment, accreditation, strategic planning, institutional effectiveness, institutional research, policy analysis, instruction, or improving student learning in higher education. Voting is limited to professional members in good standing and entitles each to one vote. Professional members have the right to serve on Association committees, to elect members of the Executive Committee of the Association, to serve as officers of the Association, and vote on other matters open to the membership.

Section 5. **Associate members** are those who provide consultation services or design and provide systems and tools for assessment, accreditation, strategic planning, institutional effectiveness, institutional research, policy analysis, instruction, or improving student learning. Associate Members shall not have voting rights or other rights attendant to voting members.

Section 6. **Student members** shall be those undergraduate or graduate students who are engaged in the study of assessment, accreditation, strategic planning, institutional effectiveness, institutional research, leadership, policy, instruction, or improving student learning leadership in higher education or related fields but are not currently employed full-time at an institution of higher education. To be eligible for student membership, a person must provide documentation to the Secretary that they are actively pursuing a degree at a regionally accredited institution of higher education, are not employed full-time, and are actively engaged in relevant fields of study. Student Members shall not have voting rights but may serve as appointed members of Association committees.

Section 7. To be eligible for **Emeritus membership**, a person must (a) be retired from an institution of higher education and (b) have been a professional member of the Association for at least one year before retirement. A person who has retired or shall retire before the annual conference shall apply for emeritus membership through the Association's Secretary. Emeritus members shall not have voting rights but may serve as appointed members of Association committees or as liaisons to other organizations.

Section 8. To obtain or retain membership, individuals must pay the registration fee for the annual conference or pay the membership fee.

Section 9. Membership obtained through registration for the Association's annual conference shall begin on the first day of the conference and continue until the first day of the next annual conference. Membership obtained by paying a membership fee will start on the day the membership fee is received by the Association and will continue until the first day of the next annual conference.

Section 10. The right of a member to vote and all other rights and interests in the Association shall cease on the termination of membership.

Section 11. The annual election of officers is conducted per Article 7. Voting on the replacement of officers who cannot complete their terms of office may take place throughout the year through an electronic ballot approved and administered by the TxAHEA Executive Committee.

Article 5. Officers

Section 1. There will be seven officers of the Association, which shall consist of a President, a President-Elect, a Secretary, a Treasurer, Association Past Presidents for the previous two years, and three At-Large Representatives.

Section 2. To be eligible for office, the individual must hold professional membership in TxAHEA and be employed full-time by a higher education institution. If an officer retires or leaves higher education for a consulting position or a position with a commercial company, that person may serve the remainder of the elected term at the discretion of the Executive Committee. If a replacement is needed, procedures found in Article 7, Section 4 will be followed.

Section 3. The **President** shall: (a) preside over the Executive Committee; (b) appoint and charge professional or emeritus members to positions and committees as specified in this Constitution or the Bylaws; (c) preside at the annual conference and business meetings; (d) formulate and implement policy; (e) serve as liaison to other associations and agencies or appoint professional or emeritus members to serve as liaison(s); (f) serve as an advisor to the Conference Planning Committee; and (g) facilitate other standing and special committees with assistance from the other officers.

Section 4. The **President-Elect** shall: (a) serve on the Executive Committee; (b) co-chair the Conference Planning Committee with the Conference Planning Committee Chair; (c) fulfill the duties of the President in their absence and the event that the President cannot complete their term, and (d) perform other duties as assigned by the Executive Committee.

Section 5. The **Secretary** shall (a) serve on the Executive Committee; (b), in consultation with the Treasurer, maintain and annually publish the official list of current Association members; (c) manage and ensure the currency of the Association's social media, including the TxAHEA website; (d) keep and promptly distribute the minutes of all official Association meetings; (e) distribute copies of changes and amendments to the Association's constitution and bylaws; (f) maintain an archive Association documentation; (g) serve as an ex-officio member of the Conference Planning Committee; and (h) perform other duties as assigned by the Executive Committee.

Section 6. The **Treasurer** shall: (a) serve on the Executive Committee; (b) collect annual registration and membership fees; (c) pay duly authorized expenses of the Association; (d) maintain a proper financial reporting system and reconcile the financial

records of the Association; (e) prepare the financial reports of the Association; (f) prepare an annual budget for consideration by the Executive Committee; (g) submit the appropriate documentation to State and Federal authorities by all prescribed deadlines to maintain tax-exempt status under 26 U.S.C. 501{c}3 (i.e., complete and file the annual tax-exempt Federal Income Tax Forms by August 15); (h) support the Secretary's efforts to maintain the official list of current TxAHEA members by forwarding relevant information as registration and membership fees are paid; (i) provides and manages association and sub-committee budgets and expenditures; and (j) maintains association mailbox; and (k) fulfill other duties as assigned by the Executive Committee.

Section 7. Immediate **Association Past Presidents** for the previous two years shall (a) serve on the Executive Committee; (b) serve as advisors to the president and other members of the Executive Committee; (c) serve as an ex-officio member on the Conference Planning Committee, and (d) fulfill other duties as assigned by the Executive Committee.

Section 8. The three **At-Large Representatives** shall (a) serve on the Executive Committee; (b) represent the interests of institutions that are not represented by the institutional affiliations of the President, President-Elect, Secretary, Treasurer, and Association Past Presidents; and (c) fulfill other duties as assigned by the Executive Committee.

Section 9. The President-Elect who ascends to President at the end of the first year as outlined in Article 5, Section 10, Secretary, and Treasurer will be elected by the Association's professional members. The Executive Committee appoints the At-Large Representatives from professional members employed at institutions not represented by the institutional affiliations of the President, President-Elect, Secretary, and Treasurer.

Section 10. **Terms of Officers.** Newly elected and appointed members of the Executive Committee shall assume office on January 1st following the annual election and remain in office until the officer fulfills the term of office, resigns the position, or is removed from office. The President-Elect shall be elected for a four-year term, serving as President-Elect for the first year, as President for the second year, and as an Association Past President for the third and fourth years. (b) The Secretary and Treasurer shall be elected for staggered three-year terms that shall not start in the same year. (c) The At-Large Representatives shall serve one-year appointments.

Section 11. **Term Limits.** The President-Elect shall be limited to one term of four (4) years as outlined in Article 5, Section 10. The treasurer and secretary shall be limited to two (2) consecutive terms for a total of six (6) years. At-Large Representatives shall be limited to two (2) consecutive terms for a total of two (2) years. Members will become eligible for re-election or reappointment after two (2) years off the Executive Committee.

Section 12. Transfer of Records. At the conclusion of any officer's term of service, all Association records shall be transferred to the incoming officer within 90 days.

Article 6. Executive Committee

Section 1. The Executive Committee shall comprise the officers designated in Article 5, Section 1.

Section 2. The Executive Committee shall:

- (a) conduct the general affairs of the Association between its annual conferences;
- (b) present revisions to the Association's mission and bylaws to the membership;
- (c) draft the Association's strategic plan and implement the plan once approved by the membership;
- (d) periodically review the effectiveness of the association;
- (e) approve all Association policies;
- (f) conduct the Association's annual conferences and other events and initiatives;
- (g) establish and announce the time and location of future annual conferences in such a manner as to protect the best interests of the association and its membership;
- (h) function as a budget committee to include establishing (and revising as necessary) the annual budget and reviewing the Association's audits;
- (i) establish fees for the annual conference;
- (j) establish the annual membership fee, may waive the annual membership fee in specifically designated cases, and shall determine the level of membership in questionable cases.
- (k) effectively and appropriately manage funds generated by association membership dues and events;
- (l) host at least one business meeting each fiscal year as outlined in Article 9, Section 3.
- (m) present, before the annual conference, the slate of candidates prepared by the Nominating Committee for the vacancies for which an election is to be held;
- (n) fill vacancies unless otherwise provided for in the Constitution;
- (o) appoint At-Large Representatives to the Executive Committee;
- (p) assure the integrity of elections;
- (q) establish ad-hoc committees and appoint members to both standing and ad-hoc committees;
- (r) maintain an archive of institutional documents and records;
- (s) establish the Association's awards; and
- (s) maintain the Association's website.

Section 3. Compensation to members of the Executive Committee shall be limited to (a) waiver of the conference registration fee for the annual meeting, not to include membership fee, workshops, or special events; and (b) reimbursement of up to \$100 for each Executive/Conference Planning Committee meeting, to be applied to travel and lodging. If mileage is to be reimbursed, it will be reimbursed at the federal rate.

Section 4. Financial Signatories: The President and the Treasurer serve as signatories on all bank accounts established for the Association.

Section 5. Only the Executive Committee is authorized to approve any contract on behalf of the Association. Only the President or their representative, as documented in writing, is authorized to sign any such contract.

Section 6. The Association shall refrain from any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by any association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 7. Elections

Section 1. **Eligibility for Election.** Only professional members shall be eligible to become officers.

Section 2. **Consent to Election.** Only those persons who have signified to the Nominating Committee their consent to serve if elected shall be nominated for or elected to such office.

Section 3. **Multiple Offices.** No person shall be on the ballot for more than one office in the same year.

Section 4. **Vacancies.** The Executive Committee shall have the authority to fill a vacancy by appointing a professional member to fill an unexpired term of office or by election. If the elected President resigns, the President-Elect completes the year as President and is also the President the following year, as specified in Article 5, Section 9. If the President-Elect, Secretary, or Treasurer positions become vacant, the Executive Committee will seek nominations and hold an election to fill the vacancies. Replacement officers will serve the remaining term of office and be eligible to succeed themselves and serve a full elective term of office as the Constitution provides. The Executive Committee may appoint professional members to complete the remaining terms of office should the position of At-Large Representative become vacant. If a Past-President cannot complete their term, the position will remain vacant until the current President moves into that role, as outlined in Article 5, Section 7.

Section 5: **Removal from Office.** Should an elected officer or committee member fail to fulfill their responsibilities as defined in the Constitution or the Bylaws, that person may be removed from office by a vote of the Executive Committee. Before such a vote, the person who is the object of the vote shall be notified via certified mail of the Executive Committee's intention to take such a vote. In addition, the membership must give immediate notice before such a vote. The person who is the object of the vote has a right to respond in writing within 14 days of receipt of the certified notice. The

Executive Committee may take its vote upon receipt of the response or 14 days after the notice was delivered to the person who is the object of the vote. Immediately before the vote, members of the Executive Committee shall discuss all relevant information related to the vote. If two-thirds of the Executive Committee votes in favor of removal, the person who is the object of the vote is immediately removed from office. The person who was removed should be notified immediately by certified mail, and the membership should be immediately informed. The vacancy shall be expeditiously filled in accordance with Article 7 Section 4.

Section 6. **Succession.** Officers cannot succeed in the same office except as noted in Article 7, Section 4.

Section 7. **Election and Appointment of Officers.** The President-Elect, Secretary, and Treasurer shall be elected at or before the annual conference from a slate of two or more candidates provided by the Nominating Committee. The Executive Committee will appoint professional members to serve as At-Large Representatives. The Secretary is responsible for notifying the Association's members of the final makeup of the Executive Committee via email no later than one month after the election of the new slate of elected and appointed officers.

Section 8. **Tie Votes.** A majority vote of the Executive Committee shall resolve tie votes in the election of officers.

Article 8. Committees

Section 1. Appointments to positions and committees are restricted to members of the Association as outlined in Article 4, Sections 4, 5, 6, and 7.

Section 2. **Nominating Committee.** There shall be a Nominating Committee consisting of the immediate Past President, who shall serve as the Chair, and four (4) members elected by the membership to staggered two-year terms. After considering candidates from all types of institutions of postsecondary education, the Nominating Committee shall prepare and report to the Executive Committee for transmission to the membership, a slate of four candidates for the Nominating Committee and at least two candidates for each open Executive Committee position for which an election is to be held.

Section 3. **Conference Planning Committee.** The President-Elect in consultation with the Executive Committee shall appoint a Conference Planning Committee for each annual conference. The President-Elect shall co-chair the Committee in partnership with the Conference Planning Committee Chair. The Secretary shall be an ex-officio member. The President and the Immediate Past Presidents for the last two years shall serve as ex officio advisors. Standing subcommittees of the Conference Planning Committee will include the Marketing Committee, the Pre-conference Workshop Committee, the Proposals Committee, the Event Committee, the Keynote Committee, the Sponsorship Committee, and the Evaluation Committee. Additional subcommittees of the Conference

Planning Committee may be appointed by the co-chairs. The appointment is for one year and may be renewed or reappointed annually.

Section 4. **Financial Review Committee.** Each year, the President shall appoint a Financial Review Committee at the annual business meeting. The Financial Review Committee shall audit the Treasurer's books for the current fiscal year, ending December 31, following the business meeting no later than 60 days after the close of the fiscal year. In auditing the Association's finances, the Financial Review Committee shall reconcile the Association's financial records with the bank account(s), ensure that all financial transactions were consistent with Association's purpose, policy, and procedure, and assess the Association's financial condition, and make recommendations that address any problems or that would result in improvements in the management or use of the Association's financial resources. The chair of the Financial Review Committee shall report the Committee's findings at the next annual business meeting.

Section 5. The **Strategic Planning Committee.** The President shall appoint a Strategic Planning Committee, which will oversee the development and implementation of the Association's strategic plan. The Strategic Planning Committee will consist of a Chair and four professional members who serve 5-year terms. The chair of the Strategic Planning Committee shall report the progress on the development and implementation of the strategic plan at each annual business meeting. The Strategic Planning Committee chair shall be an ex-officio member of the Executive Committee.

Section 6. **Professional Development and Publications Committee.** The Executive Committee will appoint a Professional Development and Publications Committee each year. This committee shall consist of a chair and at least four additional members. The Committee should broadly represent higher education in terms of geographical regions and educational sector (e.g., public/private/agencies, two-year/four-year, etc.). Based on the needs of TxAHEA members, the Committee shall be responsible for organizing and delivering professional development activities beyond those provided at the annual conference and supporting the scholarship and publication of TxAHEA members. The Professional Development and Publications Committee serves as an editorial board for TxAHEA journals and publications.

Section 7. **Awards Committee.** Each year, the Executive Committee shall appoint an Awards Committee. The Awards Committee shall be chaired by the Immediate Past Presidents. The Awards Committee shall (1) facilitate the nomination, evaluation, and selection of awards for the Association; (2) delegate awards processes to relevant committees or coordinated with relevant executive committee members.

Section 8. **Ad Hoc Committees.** The President may appoint such ad hoc committees as may be required for the effective conduct of the business of TxAHEA. Such appointments must be approved by the Executive Committee at its next meeting. Ad Hoc Committees will receive a charge and a designated term of service and shall serve at the pleasure of the Executive Committee.

Section 9. **Provisions relating to all committees.** All actions by any committee authorized or established by this Article shall be subject to revision and alteration by the Executive Committee. Any such committee may act by the majority of its members at a meeting (which shall constitute a quorum). Members of any such committee need not but may be members of the Executive Committee.

Article 9. Meetings and Quorum

Section 1. The Executive Committee will meet at least twice annually at a date/time/location conducive to the officers' schedules.

Section 2. The annual conference of the Association shall be held each year at a site and date determined by the Executive Committee and be announced to the membership at least two (2) months before the start of the conference. The annual business meeting shall be held virtually or in conjunction with the annual conference.

Section 3. **Annual Business Meeting.** The Executive Committee will host an annual business meeting during each fiscal year, virtually or in conjunction with the annual conference. During the annual business meeting, the Executive Committee will review the Association's finances, progress on its strategic plan, and other relevant topics with the membership. Notice of the meeting shall be given at least one (1) month before the meeting date to all current members of TxAHEA. The Executive Committee has the authority to reschedule the annual business meeting in case of an emergency.

Section 4. **Additional Business Meetings.** The Executive Committee may call other business meetings as necessary.

Section 5. Quorum. Those Professional Members present at the business meeting shall constitute the quorum.

Article 10. Adoption and Amendment of Bylaws.

Section 1. The Association shall adopt the Bylaws, including the Statement of Purpose, with a vote of 2/3 of the Professional Members.

Section 2. Proposed changes in the Bylaws: (a) must be submitted to the Secretary by a regular member of this Association in writing at least sixty (60) days before a vote, or (b) may originate through actions in the Executive Committee.

Section 3. Proposed Bylaws initiated in accordance with Article 10, Section shall be circulated at least thirty (30) days before a vote and distributed at the annual business meeting by the Secretary.

Section 4. Changes in the Bylaws must be approved by a 75% (3/4) majority of Professional Members participating in the annual business meeting. Modifications shall become effective immediately after approval or as stated in the changes.

Article 11. Dissolution

In the event of a dissolution, all assets of the Association shall be distributed to an organization or organizations with the same or similar purposes that qualify for exempt status as described in section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or subsequent Internal Revenue Code, or to the Federal, State, or Local government for exclusive public service.

Article 12. Risk Assessment

The Treasurer conducts a risk assessment of the association to determine the association's exposure and how to appropriately mitigate those risks, including insurance for general liability and directors' and officers' insurance, and reports to the executive committee at the beginning of each fiscal year.