

Bylaws for ACHE WEST

of the Association for Continuing Higher Education

ARTICLE I – NAME AND PURPOSE

SECTION 1 – The name of this organization is ACHE WEST of The Association for Continuing Higher Education (hereafter referred to as ACHE WEST).

SECTION 2 – This organization is affiliated with the Association for Continuing Higher Education (hereafter referred to as ACHE) and is subject to the Constitution and Bylaws of that organization insofar as they affect and prescribe the functions of ACHE WEST and are not in conflict with these Bylaws.

SECTION 3 – The geographical area comprising ACHE WEST is determined by the ACHE Board of Directors. It currently includes Arizona, California, Hawaii, Nevada, Asia, Colorado, New Mexico, Utah, Wyoming, Mexico, Alaska, Idaho, Montana, Oregon, Washington, Alberta and British Columbia, Canada.

SECTION 4 – The purpose of ACHE WEST is to (1) develop professionals in continuing higher education, (2) promote a spirit of fellowship and collegiality for professional educators, individuals, and associations committed to advancing continuing education, and (3) advance the aims and objectives of ACHE.

ARTICLE II – MEMBERSHIP

SECTION 1 – Any institutional or professional members of ACHE residing within the ACHE WEST geographical area are Regular Members of ACHE WEST.

SECTION 2 – Any retired institutional or professional members of ACHE residing within the ACHE WEST geographical area are Distinguished Members of ACHE WEST.

ARTICLE III – GOVERNMENT

SECTION 1 – The government of ACHE WEST is vested in the voluntary Board of Directors elected by the membership. The Board of Directors includes a Chair, Vice Chair, Immediate Past Chair, Secretary, Treasurer, and three Directors at Large. Members of the Board of Directors shall not receive any remuneration for their voluntary service.

SECTION 2 – The term of office for the Chair, Vice Chair, and Immediate Past Chair is one year. The Vice Chair automatically assumes the office of Chair and the Chair automatically assumes the office of Immediate Past Chair at the conclusion of the ACHE WEST Regional Conference, or on March 1 if no ACHE WEST Regional Conference occurs. The term of office for the Secretary, Treasurer, and three Directors at Large is three years.

SECTION 2.1 – For the purposes of carrying out these newly adopted bylaws as well as for strategic planning and continuity, the Secretary elected in 2016 will serve a one year term and another election for the role of Secretary will take place in 2017. This Section 2.1 shall be permanently deleted after the 2017 election concludes.

SECTION 2.2 – For the purposes of carrying out these newly adopted bylaws as well as for strategic planning and continuity, the Treasurer elected in 2016 will serve a two year term and another election for the role of Treasurer will take place in 2018. This Section 2.2 shall be permanently deleted after the 2018 election concludes.

SECTION 2.3 – For the purposes of carrying out these newly adopted bylaws as well as for strategic planning and continuity, one Director at Large elected in 2016 will serve a one year term and one Director at Large elected in 2016 will serve a two year term. Elections for these two roles of Directors at Large will take place in 2017 and 2018. This Section 2.3 shall be permanently deleted after the 2018 election concludes.

SECTION 3 – If the office of Chair becomes vacant, the Vice Chair automatically assumes the office of Chair for the remainder of the unexpired term and the following term. Vacancies in other roles on the Board of Directors are filled for the remainder of the unexpired term by appointment by the Chair, subject to approval of a majority of the Board of Directors.

SECTION 4 – The Board of Directors shall not be personally liable to the ACHE WEST or its members for monetary damages for breach of fiduciary duty as a director or officer, except for liability (1) for any breach of the director’s or officer’s duty of loyalty to ACHE WEST, (2) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, or (3) for any transaction from which the director or officer derived any improper personal benefit.

ARTICLE IV – ELECTIONS

SECTION 1 – The Immediate Past Chair presides over elections. The Immediate Past Chair calls for nominations for open positions at least 30 days before, but not more than 60 days before, the election. The Immediate Past Chair will announce the nominees at least 15 days before the election.

SECTION 2 – Individuals who do not hold some class of membership in ACHE are not eligible for election to the ACHE WEST Board of Directors.

SECTION 3 – Individuals who have not served on the ACHE WEST Board of Directors or on an ACHE WEST Committee within the last five years are not eligible for election to the position of Vice Chair.

SECTION 4 – Except for Chair and Immediate Past Chair, each position on the Board of Directors is elected separately.

SECTION 5 – Elections for open positions on the Board of Directors shall be held at least 30 days before, but not more than 60 days before, the ACHE WEST Regional Conference.

SECTION 6 – Only Regular and Distinguished Members in good standing may vote. No person may cast more than one ballot per office. Proxies are not be recognized.

SECTION 7 – The election may be conducted electronically by secret ballot using the ACHE WEST regional email list provided by ACHE.

SECTION 8 – Candidates shall be elected by a majority of the votes cast. In the event of a tie, or if a majority is not received for any one candidate on the first ballot, a re-ballot shall be held to decide between the two candidates receiving the highest number of votes.

SECTION 9 – Candidates elected to the Board of Directors begin their term of office at the conclusion of the ACHE WEST Regional Conference, or on March 1 if no ACHE WEST Regional Conference occurs.

ARTICLE V – POWERS OF THE BOARD OF DIRECTORS

SECTION 1 – The Chair, as Chief Executive Officer of the organization, serves as the official ACHE WEST representative to ACHE, plans ACHE WEST’s Regional Conference, and presides over meetings of the Board of the Directors.

SECTION 2 – The Vice Chair, as Chief Operations Officer of the organization, oversees the committees of ACHE West, and has the authority to create ad hoc Committees and appoint ad hoc Committee Chairs as necessary. The Vice Chair presides over meetings in the Chair’s absence.

SECTION 3 – The Immediate Past Chair presides over ACHE WEST elections, and manages the awards process for the ACHE WEST Regional Conference.

SECTION 4 – The Secretary, as Chief Communication Officer of the organization, records minutes for all ACHE WEST meetings held, maintains an archive of past minutes, and facilitates communication to ACHE WEST members. The Board of Directors will agree on another Board Member to record minutes in the Secretary’s absence.

SECTION 5 – The Treasurer, as Chief Financial Officer of the organization, has the authority to manage ACHE WEST’s savings and checking accounts and pay bills or disburse funds as authorized by a majority of the Board of Directors. The Treasurer also keeps accurate records of all monies received and disbursed, and makes a written financial report to the membership at the ACHE WEST Regional Conference.

SECTION 6 – Each Director at Large serves as a Committee Chair for one of the Committees listed in these Bylaws. The Board of Directors will determine each year which Director at Large serves as which Committee Chair.

SECTION 7 – The Board of Directors is authorized to take action it deems necessary and proper to carry out the purpose of ACHE WEST stated in these Bylaws.

ARTICLE VI – COMMITTEES

SECTION 1 – The Membership Committee, the Programs Committee, and the Communications Committee are the three permanent committees. The Vice Chair may create ad hoc Committees, and appoint ad hoc Committee Chairs, as necessary. If the ad hoc Committee created is for the purpose of representing the Board of Directors at a meeting or conference, the appointed ad hoc Committee Chair is subject to approval by a majority of the Board of Directors and may exercise only those powers specifically vested in them by the Board of Directors.

SECTION 2 – The Membership Committee works to publicize membership benefits and recruit members; highlight contributions to continuing higher education made by members; and promote award programs established by the Board of Directors.

SECTION 3 – The Programs Committee works with the Chair to plan the ACHE WEST Regional Conference; and works independently to plan and implement professional development opportunities for the membership.

SECTION 4 – The Communications Committee works with the Secretary to maintain channels of communication to and among the membership.

SECTION 5 – Any member in good standing may serve on a Committee.

ARTICLE VII – MEETINGS

SECTION 1 – The membership of ACHE WEST meets twice per year. Once at the ACHE Conference and once at the ACHE WEST Regional Conference . The Chair or Vice Chair may call additional meetings as necessary. Non-member individuals and institutions within the geographic area of ACHE WEST will be invited to attend.

SECTION 2 – The Board of Directors meets twice per year on mutually agreeable, pre-arranged dates. The Chair or Vice Chair may call additional meetings as necessary. Four Board Members constitutes a quorum for meetings of the Board of Directors.

SECTION 3 – Meetings of the membership or of the Board of Directors may be called by any Board Member at the request at least 20 Regular or Distinguished Members.

ARTICLE VIII – RULES OF ORDER

SECTION 1 – The Rules of Order in this Article govern the proceedings of ACHE WEST meetings and meetings of the Board of Directors.

SECTION 2 – The guiding principles for proceedings include (1) following an agenda determined by the Chair, in consultation with the Board of Directors, prior to the start of the meeting; (2) discussing only one motion (possible action to be taken by the Board of Directors) at a time; and (3) giving everyone the right to participate in discussion, if they want, before anyone may speak a second time when considering motions.

SECTION 3 – A motion is the topic under discussion. Anyone recognized by the Chair may introduce a motion when no other motion is on the table. A motion must be seconded before discussion may begin. Each motion introduced must be passed, defeated, tabled, referred to committee, or postponed indefinitely by a majority vote.

SECTION 4 – Anyone may “call the question” in an attempt to stop discussion and, if seconded, the Chair must then take a vote on stopping discussion. If two-thirds of those assembled vote in favor of calling the question, discussion stops and the Chair takes a vote on the motion on the floor.

ARTICLE IX – AMENDMENTS

SECTION 1 – These Bylaws can be amended by a two-thirds vote of the members present and voting at any meeting or by a two-thirds vote conducted electronically. Written notice of proposed changes in the Bylaws must be submitted to each member at his or her last known email address at least 30 days before, but not more than 60 days before, the vote.