

BYLAWS

(Updated: August 18, 2022)

MISSION

The Alliance for Hispanic Serving Institution Educators (AHSIE) supports practitioners through professional learning, collaboration, engagement, and sharing best practices.

VISION

The Alliance for Hispanic Serving Institution Educators (AHSIE) supports practitioners in institutions of higher learning to ensure that Latina/o/x students thrive academically, professionally, and personally through the lens of equity, diversity, and inclusion.

ARTICLE I: NAME

Section 1: Name of Organization

The organization's name is the “Alliance of Hispanic Serving Institution Educators,” referred to as “AHSIE.”

ARTICLE II: LOCATION

Section 1: Offices

The AHSIE national office shall be at such address as the AHSIE Council may decide. AHSIE may also have an office or offices at such other place or places as the Council may, from time to time, establish for the purposes AHSIE may require.

Section 2: Scope

AHSIE is national in scope.

ARTICLE III: NON-PROFIT STATUS

AHSIE may not engage in any activity nor participate in any endeavor that would tend to violate or compromise its status as a Non-Profit Corporation pursuant to the various sections of the federal Internal Revenue Code under which it may qualify.

ARTICLE IV: GOVERNANCE AND STRUCTURE

Section 1: Governance

The affairs of AHSIE are governed by its members through an elected representative. Every Member in good standing of AHSIE has a vote and a voice in the conduct of AHSIE’s business.

Section 2: Name of Governing Body

The name of the governing body of AHSIE is AHSIE Council, hereafter referred to as the “Council.”

Section 3: Structure of Governing Body

The Council consists of elected AHSIE members. The number of Council members is determined by the resolution of the Council without amendment of these bylaws. The Council is elected by the full membership of AHSIE and is responsible for the direction of AHSIE's activities. The Council elects an Executive Committee that consists of current Council members and other ex-officio or emeritus members as determined by the Council.

Section 4: Strategic Plan

The Council will revise and update its strategic plan every three years; the Council will review and assess its progress annually.

ARTICLE V: GENERAL MEMBERSHIP

Section 1: AHSIE Members

The membership of AHSIE is open to anyone committed to our vision, mission, and values. An annual paid membership fee secures membership.

ARTICLE VI: COUNCIL MEMBERS AND OFFICERS

Section 1: Council Members

AHSIE Members are eligible to serve on the Council by the election process as delineated in Article VI Section 3. Members must maintain active membership status and currently be an employee, retiree, or enrolled student of an HSI or Emerging Hispanic Serving Institution (defined by 15-24.9% Latina/o/x representation).

Section 2: Nomination of Council Members

The call for Council member nominations takes place at least 90 days before the annual conference. The Council accepts nominations from any active AHSIE member meeting the criteria as delineated in Article VI Section 1.

Section 3: Election of Council Members

AHSIE members elect Council members from the AHSIE membership who meet the stipulated criteria delineated in Article VI Section 1. The election takes place before the annual conference, with the installation of members held at the annual conference. An ad hoc election committee of at least two Council members and a minimum of two AHSIE members at large are appointed by the Executive Committee and directed to manage the election process. For each open seat, Council members are elected by a majority vote of those voting in an election.

Section 4: Terms of Council Members

Each Council member's term is for three (3) years unless the Council determines to elect a member of the Council for a shorter time due to vacancies or staggering terms. The term of each Council member begins and ends at the annual conference when new Council members are installed.

Section 5: Term Limits for Council Members

Terms for Council members are limited to three (3) consecutive terms. Once a one-year elected separation, a Council member may seek to run for an elected position.

Section 6: Removal of Council Members

Those Council Members who are excessively absent and/or do not actively participate in assigned activities over a specified period are evaluated by the Executive Committee. The Executive Committee with Council consultation determines whether to remove the Council member from the Council and his/her assigned activities. A Council member will be removed for other reasons, including but not limited to 1) not adhering to the mission of the organization; 2) unethical behavior; 3) not fulfilling Council roles and responsibilities; etc.

Section 7: Resignation of Council Members

A Council member's resignation must be in writing and submitted 30 days prior to the specified resignation date .

Section 8: Council Member Vacancies

In the event a Council member vacancy occurs due to dismissal or resignation, the Executive Committee with consultation from the Council may or may not appoint a successor depending on the current needs of the Council. If a new appointment is necessary, the Council will select an appointee from the last election cycle of Council members beginning with the candidate(s) with the highest number of votes.

Section 9: Executive Committee

The Executive Committee is composed of the co-presidents, immediate past president, secretary/historian, and six vice presidents that head up each committee. AHSIE Officers will serve as the Executive Committee for the Governing Board as delineated in Article VII Section 1. Governing members will be invited to join the Board by the AHSIE Executive Committee following vetting by the Council.

Section 10: Executive Committee Members

Each Executive Committee member will hold office for two years, with a term limit of three (3) consecutive terms. The term of each Executive Committee member begins and ends at the annual conference.

Section 11: Election of Executive Committee Members

The election of Executive Committee members will take place annually following the general council elections and at least 30 days prior to the annual conference. An ad hoc election committee of at least two Council members plus a minimum of two (2) members-at-large is appointed by the Executive Committee and directed to manage the election process.

Section 12: Council Commitment and Approbation

Once an elected member has assumed their role, they will each review by-laws and agree to the role responsibilities and terms therein. All Council members will sign and date, giving their approbation.

Section 13: Executive Committee Member Vacancies

If an Executive Committee member vacancy occurs due to dismissal or resignation, the Executive Committee in consultation with the Council, will elect a successor for the remainder of the term.

Section 14: Compensation of Council or other Members

Under no circumstances will there be any compensation to Council members or AHSIE members in their service to AHSIE or in its dissolution.

ARTICLE VII: GOVERNING BOARD

Section 1: Governing Board

AHSIE Governing Board is informed by the Council, will set policies that support the positioning of AHSIE nationally. The Governing Board will exercise its fiduciary responsibility by monitoring, in consultation with the Council, the organization's programs, operations, and initiatives through the review of reports provided by staff and committees. They are responsible for the fiscal health of the organization and serve as the official fiduciary responsible for the organization.

Section 2: Governing Board Fiscal Responsibility

Each Governing Board member is responsible for donating \$2,000 and raising a minimum of \$8,000 for a total of \$10,000 annually.

Section 3: Governing Board Appointments

The AHSIE Governing Board will be invited to be part of the board by the AHSIE Executive committee and vetted through AHSIE Council and existing Board Members.

Section 4: Number of Participants

The Governing Board comprises ex-officio members, including the AHSIE Council President, Secretary/Historian, and VP of Finance, as determined by the board and in partnership with the AHSIE Council.

Section 5: Terms of Governing Board

Each Governing Board member is appointed for two-year (2) terms.

Section 6: Term Limits for Governing Board

Terms for Governing Board members are limited to three (3) consecutive terms.

Section 7: Resignation of Governing Board

A Governing Board member's resignation must be done in writing and submitted 30 days prior to the resignation taking effect.

Section 8: Governing Board Vacancies

If a new appointment is necessary, the Council will select an appointee.

ARTICLE VIII: COMMITTEES

Section 1: Committees

AHSIE will have standing, ad-hoc, and other committees as determined and needed by the Council, Governing Board, and Executive Director to provide organizational and strategic support.

ARTICLE IX: MEETINGS

Section 1: Member Meeting

A meeting of AHSIE members is held annually at the annual conference.

Section 2: Council and Governing Board Meetings

Council meetings are held monthly. Governing Board meetings are held quarterly.

Section 3: Council Executive Committee Meetings

Council Executive Committee meetings are held monthly or as deemed necessary. The Council Executive Committee determines the meetings' date, time, and method.

Section 4: Governing Board Executive Committee Meetings

Governing Board Executive Committee meetings are held quarterly or as deemed necessary.

Section 5: Joint Meetings of the Council and Governing Board

Joint meetings of the Council and Governing Board will take place annually at the AHSIE Conference or remotely as determined jointly by the Council and Governing Board leadership.

Section 6: Quorum

A quorum of the Council is one more than 50% of the Council and Governing Board. A quorum for all committees is a simple majority of the members eligible to vote.

Section 7: Majority Action

A majority vote determines decisions or acts of the Council and Governing Board.

Section 8: Parliamentary Authority

Meetings shall be governed by adapted Robert's Rules of Order.

ARTICLE X: MEMBER DUES

Section 1: Member Dues

Dues for members are paid on an annual basis. The fees for members are determined by the Council in consultation with the Governing Board. Member dues are not prorated for members who join at varying times of the year. Member dues and types are publicized on the AHSIE website.

Section 2: Annual Membership Period

The membership term is the calendar year from January 1st through December 31st.

ARTICLE XI: FINANCIAL CONTROLS

Section 1: Procedures

Financial Controls are outlined in AHSIE's operations policies which will be monitored and reinforced by the Vice President of Finance and are to be reviewed annually by the Executive Committee and Governing Board with appropriate legal counsel or external auditor in accordance with applicable laws.

ARTICLE XII: CONFLICT OF INTEREST

Section 1: Conflict of Interest

Whenever a Council member or Governing Board member (both will be referred to as member heretofore) has a financial or personal interest in any matter coming before the Council or Governing Board, the entities shall ensure that:

1. The interest of such members is fully disclosed.
2. No interested member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of which such matter is voted upon.
3. Any transaction, in which a member has a financial or personal interest, shall be duly approved by members not so interested or connected, as being in the best interests of the organization.
4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 2: Disclosure

Any Council or Governing Board member for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Council and Governing Board according to the operations policies.

Section 3: Recusal.

No Council or Governing Board member shall vote on any matter which would involve a conflict of interest. Any Council or Governing Board member for whom there may exist a conflict of interest or direct economic interest, shall refrain from voting on any such matter and recuse themselves from the vote.

ARTICLE XIII: DISSOLUTION

Section 1: Dissolution

AHSIE exists in perpetuity or until jointly dissolved by the Council and Governing Board in accord with these bylaws.

Section 2: Special Meeting for Dissolution

A special meeting for the purpose of dissolving AHSIE may be called at any time upon a Council and Governing Board Member's motion at any meeting of the Council or Governing Board, followed by an affirming three-fourths (3/4) plurality vote of the Council and Governing Board members then in attendance and voting; or, alternatively, by a written petition for a special meeting to consider dissolution, in proper form and duly signed by no less than a three fourths (3/4) plurality of its Members then in good standing as shown on AHSIE's current membership roster.

Section 3: Conduct of the Meeting for Dissolution

The President of the Council and Governing Board President will preside at any special meeting convened to consider dissolution of AHSIE; and a mandatory quorum of three-fourths (3/4) of the Members then in good standing, as shown on AHSIE's membership roster, shall be required for the discussion of the question of dissolution, which shall be the only question considered at said special meeting.

Section 4: Disposition of Assets

Upon dissolution of AHSIE, the Council and Governing Board shall distribute assets remaining after payment and make provision for payment of all debts and liabilities of AHSIE. Assets shall be distributed to a nonprofit fund, foundation, association, conservancy, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code, and which has a mission and purpose congruent with the purposes of AHSIE.

ARTICLE XIV: INDEMNIFICATION

The Council and Governing Board may adopt a resolution authorizing the purchase and maintenance of insurance against liability on behalf of any sponsor organization, member, or agent of the Council and Governing Board.

ARTICLE XV: AMENDMENTS

Section 1: Vote

These bylaws may be amended by a two-thirds vote of the Council and Governing Board.

Section 2: Notification

Notification of proposed changes to these bylaws must be submitted in writing to the full AHSIE membership at least 30 days prior to voting on said changes.

Section 3:

Distribution of Information Copies of changes to these bylaws shall be made available to all members.