

ASSOCIATION FOR INSTITUTIONAL RESEARCH

CONSTITUTION AND BYLAWS

(Amended by member vote February 2, 2023)

CONSTITUTION

Article I: Name

The name of this organization shall be the Association for Institutional Research.

Article II: Purposes

Section 1. The Association for Institutional Research is a membership association that provides professional development and support for individuals who conduct institutional research and/or provide information support for planning, managing, and operating postsecondary institutions, organizations, and agencies. Accordingly, the Association will:

Advance research and analysis leading to the improved understanding, planning, management, and operation of postsecondary educational institutions and agencies.

Encourage the development and application of appropriate methodologies and techniques from many disciplines to further such research, analysis, and planning.

Encourage the collection, interpretation, exchange, and dissemination of information with respect to postsecondary education and its institutions.

Further the professional development and training of individuals engaged in institutional research and analysis or interested in its use in planning, management, and resource allocation and in the improvement of postsecondary education.

Article III: Membership

Section 1. Membership is available to all persons who are actively engaged in the field of institutional research and/or can benefit from the Association's purposes stated in Article II.

Section 2. Membership, including participation in all Association activities and governance, is not based on age, color, handicap or disability, ethnic or national origin, race, religion, religious creed, sex, gender identity, marital status, parental status, veteran status, or sexual orientation.

Section 3. Membership types with differing dues and access to Association services will be defined by the Board of Directors in consultation with the membership.

Article IV: Board of Directors

Section 1. The Board of Directors is the governing body of the Association and will set its expectations for organizational accomplishment and conduct, periodically assessing organizational compliance with these expectations.

Section 2. The Board of Directors shall consist of twelve individuals, who will be elected annually by the AIR membership for staggered three-year terms to balance continuity with new perspective. Sitting Board members may be elected for one additional consecutive three-year term.

Section 3. The Board of Directors shall represent the membership as a whole by ensuring that membership input is gathered and used in Board decision making. Individual Board members will not represent particular regions, sectors, or specific interest groups. Acting in concert, the Board has

full authority to act for and on behalf of the Association, except as otherwise specified in this Constitution and Bylaws.

Section 4. The Board of Directors shall have responsibility and authority for the Association's fiscal controls and the conduct of an annual audit.

Section 5. The Board of Directors shall have the authority to establish an office for the conduct of the Association's affairs, to employ an administrator, and to delegate to that person such responsibilities as are not in conflict with the Constitution and Bylaws.

Section 6. The Board of Directors shall elect a Board Chair from among current board members annually. This election will take place immediately after the Board of Directors and Nominations and Elections Committee annual vote by the membership is certified. The Board Chair shall serve as the chief governance officer of the Association, preside at the business meetings of the Association, and perform the duties and obligations established by Board Policy or extended to the office by vote of the Board. An individual may be elected or re-elected annually to the position of Board Chair for a limit of three years across two consecutive terms of service on the Board.

Section 7. The Board of Directors shall elect a Board Vice Chair from among current board members annually. The Board Vice Chair shall serve in the role of Board Chair if the latter is unable to perform the duties of chair. An individual may be elected or re-elected annually to the position of Vice Board Chair for a limit of three years across two consecutive terms of service on the Board.

Section 8. The Board of Directors shall appoint a Board Secretary, Board Treasurer, and Board Parliamentarian from among current board members. The roles and responsibilities of these appointed positions shall be determined by the Board in its policies.

Article V: Meetings

The annual business meeting of the Association shall be held each year. Special business meetings may be called by the Board of Directors.

Article VI: Nominations and Elections

Section 1. The Nominations and Elections Committee is a standing committee of the Board of Directors. The Committee shall consist of six individuals elected by the membership plus a board liaison appointed by the Board of Directors from among current board members. Two Committee members will be elected annually by the AIR membership for a three-year term.

Section 2. The Nominations and Elections Committee shall elect a Committee Chair from among current committee members annually. The liaison appointed by the Board of Directors is not eligible for the Committee Chair position.

Section 3. The Nominations and Elections Committee shall establish a slate of candidates and conduct a fair and impartial election in accordance with the Bylaws.

Article VII: Vacancies

Vacancies in the Board of Directors or Nominations and Elections Committee shall be filled by appointment by the Board of Directors for the unexpired term.

Article VIII: Committees

The Board of Directors may establish and dissolve Board Committees as needed to assist the Board in its governance of the Association.

Article IX: Affiliated Groups

Regional, provincial, state, or other interest groups whose purpose is to advance the practice of institutional research among their membership in ways consistent with the purposes of the Association may be recognized by the Board of Directors as affiliated groups.

Article X: Amendments to the Constitution

Section 1. Amendments to the Constitution may be initiated by any of the following means:

- a. Through action originating in the Board of Directors and approved by a majority vote of the Board.
- b. Through a petition submitted by any voting member of the Association and approved by a majority of the Board of Directors.
- c. Through a petition signed by fifty (50) or more voting members of the Association, and filed with the Board Secretary.

Section 2. The Board of Directors shall be responsible for publishing, with at least 30 days notice, any proposed amendment, if duly and properly initiated.

Section 3. An affirmative vote by two-thirds of the members voting shall be required for the adoption of the amendment.

Section 4. Amendments to the Constitution shall go into effect immediately after approval.

Article XI: Bylaws

The Association shall, for the conduct of its affairs, adopt Bylaws not inconsistent with this Constitution.

Article XII: Incorporation

The Association shall be incorporated as a non-profit corporation.

Article XIII: Dissolution

Although it is intended that the term for which it is to exist is perpetual, in the event of dissolution, all assets of the Association shall be distributed only to an organization or organizations with the same or similar purposes that qualify for exempt status under section 501(c)(3) of the Internal Revenue Code.

Article XIV: Non-Discrimination

The Association for Institutional Research shall not adopt any practice, policy, activity, or procedure which would result in discrimination based upon age, color, handicap or disability, ethnic or national origin, race, religion, religious creed, sex, gender identity, marital status, parental status, veteran status, or sexual orientation.

BYLAWS

Section 1. Notice of Meetings

The Board Chair shall be responsible for notifying all Association members of the date and place of the annual business meeting at least sixty (60) days prior. Special business meetings may be called by the Board of Directors upon sixty (60) days written notice to all Association members.

Section 2. Calendar

The term of office for each position filled by election shall begin at the end of the annual business meeting.

Section 3. Membership Fee

The membership fee structure shall be reviewed and set annually by the Board of Directors in accordance with their fiduciary responsibilities for the Association.

Section 4. Procedure

- a. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.
- b. The Board of Directors will establish written policies that establish Executive Limitations, Global Ends, Governance Process, and Board-Management Delegation.
- c. The Board of Directors will monitor and evaluate each Board Policy at least annually.

Section 5. Membership Categories

- a. Membership categories will be professional membership, graduate student membership, emeritus membership, distinguished membership, and organizational membership. The Board of Directors may establish other membership categories to serve member needs.
- b. All Association members may vote.
- c. All professional members, emeritus members, distinguished members, and employees of organizational members may hold elective office.

Section 6. Nominations and Elections Procedures

- a. At least three months before the annual business meeting, the Nominations and Elections Committee shall issue to the membership a call for nominations for the offices and positions for which the term is scheduled to expire.
- b. The Nominations and Elections Committee shall prepare and report to the Board of Directors for transmission to the membership, a slate of at least two candidates for each open position on the Nominations and Elections Committee and a slate of at least two candidates for each open position on the Board of Directors.
- c. Sitting members of the Nominations and Elections Committee may not be named as candidates for any elected positions.
- d. The Nominations and Elections Committee shall be responsible for ensuring the proper conduct of elections and for reporting the results to the membership.

- e. At least sixty (60) days before the annual business meeting, the ballot shall be distributed to all voting members of the Association. The ballot shall contain the slate forwarded by the Nominations and Elections Committee and shall also make provision for writing in additional names for each position and provision for other ballot initiatives and referenda. To be counted, ballots must be received via a medium approved by the Board of Directors, no more than forty-five (45) days after the distribution date.
- f. In the case of electing members to the Nominating and Elections Committee, the three individual candidates on the ballot for the Nominating and Elections Committee receiving the highest number of votes shall be declared elected. In the event of a tie vote for a specific elective office, a majority vote of the Board of Directors shall resolve the tie.
- g. In the case of electing members to the Board of Directors, the four individual candidates on the ballot for the Board of Directors receiving the highest number of votes shall be declared elected. In the event of a tie vote for a specific elective office, a majority vote of the Board of Directors shall resolve the tie.

Section 7. Indemnity

The Association, through appropriate action of its Board of Directors or as provided by law, is empowered to indemnify any director, officer, employee, or agent, and his/her heirs, executors, and administrators, or any former director, officer, employee, or agent, and his/her heirs, executors, and administrators, to the full extent permitted by law.

Section 8. Amendments to Bylaws

- a. Amendments to the Bylaws may be initiated by any of the following means:
 - 1. through action originating in the Board of Directors and approved by a majority vote of the Board,
 - 2. through a petition submitted by any voting member of the Association and approved by a majority of the Board of Directors, or
 - 3. through a petition signed by twenty-five (25) or more voting members of the Association and filed with the Board Secretary.
- b. The Board of Directors shall be responsible for submitting proposed amendments to all members and conducting a vote of the membership either at an annual business meeting, provided that the proposed change has been filed with the Board Secretary thirty (30) days prior to the annual business meeting, or by a medium approved by the Board of Directors.
- c. A new bylaw or amendment must be approved by an affirmative vote of the majority of the members present and voting at an annual business meeting, or those members voting whose ballots have been received via a medium approved by the Board of Directors, no more than forty-five (45) days after the distribution date.
- d. Changes in the Bylaws shall become effective immediately after approval.

Section 9: Quorum

- a. Twenty (20) members attending a business meeting of the Association shall constitute a quorum.
- b. A quorum at any meeting of the Board of Directors shall consist of eight (8) members.

Section 10: Additional Methods of Conducting Association Business

To the fullest extent permitted or not specifically prohibited by applicable law, the business of the Association, including voting, may be conducted through means of conference telephone or other means of remote communication and by electronic transmission, pursuant to reasonable and secure standards established by the Board of Directors.