

## Summary of bylaws changes:

- STATEMENT OF THE PROBLEM:
  - Lack of equity among the Program Committee, Educational Affairs Committee, and Professional Development Committee is inconsistent with the tripartite mission of the AAA: Research, Teaching, and Professional Development.
  - The Board functions as the sole governing body for AAA, delegating certain responsibilities to committees and is responsible for their oversight. Direct election of Program Co-Chairs creates a potential conflict of interest.
  
- SOLUTION:
  - Make the Program Committee an ad hoc committee rather than a standing committee. This change will align the Program Committee with Educational Affairs and Professional Development Committees.
  - Program Committee Co-Chair positions along with all other ad hoc committee chairs will be appointed by the Board rather than elected by the Membership. Program Co-Chairs will no longer be members of the Board of Directors.
  - Increase the number of non-officer voting Board Members from eight (8) to 10 to maintain a total of 14 Board members, as required by our Articles of Incorporation.

## Proposed bylaws changes:

### ARTICLE IV **BOARD OF DIRECTORS**

#### **Section 1. Powers and Number.**

Powers. The Board of Directors (the "Board") shall have general power to control and manage the affairs and property of the Association in accordance with the purposes of the Association and the terms set forth in the Certificate and these Bylaws. The Board shall consist of fourteen (14) individual voting Directors and one non-voting ex-officio Director, the Chair of the Publications Committee.

#### **Section 2. Election and Term.**

(a) Election. Each director on the Board (each, a "Director") shall be elected by Action by the Members.

The Board shall comprise ~~be comprised of~~:

- (i) Four (4) ~~Six (6)~~ Officers (the "Officer Directors") who are elected in accordance with Article V, Section 1.
- (ii) Ten (10) ~~Eight (8)~~ non-Officers (the "Non-Officer Directors") provided that two (2) of such Non-Officer Directors are either a Student Member or a Postdoctoral Member;
- (ii) *One (1) Non-Voting Ex-Officio Director.*

Each Director shall serve until the election or appointment of such Director's successor, or until such Director's earlier death or incapacitation or, resignation, or removal pursuant to the terms hereof.

(b) Term. The terms of the Directors shall be as follows:

- (i) Officer Directors shall serve for the applicable term set forth in Article V, Section 1; and

(ii) Non-Officer Directors shall serve a three (3) year term; provided that, in each instance, any such Director's service shall cease upon the expiration of the applicable term or upon his/her earlier death or incapacitation or resignation or removal pursuant to the terms hereof.

Except as expressly set forth herein, Non-Officer Directors may not serve (a) consecutive terms or (b) more than two (2) full terms.

**Section 14. Committees of Directors.** The Board shall have the right to establish and determine the structure of standing committees and other committees (each a "Committee") it deems necessary from time to time. Except as set forth herein, the structure and responsibilities of such Committees shall be described in separate administrative documents.

The standing committees of the Board shall include:

(a) Executive Committee. The Officers shall comprise the Executive Committee of the Board and shall have the authority to take actions for the Board between meetings, except that the Executive Committee may not bring about the merger, consolidation, or dissolution of the Association, sale of all or substantially all of the Association's assets, appointment or removal of Directors, amendment of these Bylaws or the Certificate or any other action prohibited by applicable law. Four (4) Officers shall constitute a quorum of the Executive Committee. Such actions by the Executive Committee are to be reported at the next meeting of the Board. The Executive Committee may meet separately from the Board either in person or remotely in accordance with Article IV, Section 15.

(b) Finance Committee. The Finance Committee shall be chaired by the Secretary-Treasurer and shall be responsible for oversight of the financial structure of the Association and shall make financial policy recommendations to the Board. The Finance Committee's activities shall include review of financial management policies, coordinating the preparation of a budget, oversight of the audit, development of an investment policy, and other duties requested by the Board.

(c) Journal Trust Fund & Investment Committee. The Journal Trust Fund & Investment Committee shall be responsible for oversight of the Association's investment portfolio, and other duties requested by the Board.

(d) Nominating Committee. The Nominating Committee shall be responsible for developing a slate of prospective directors for election by the Members and may be charged with other duties related to Association governance issues.

~~(e) Program Committee. The Program Committee shall be responsible for the scientific and educational aspects of the Association's scientific meetings and have other such duties as the Board may assign.~~

~~(f) Operation of Committees. At each meeting of a Committee, the presence of a majority of the voting members of such Committee shall constitute a quorum. The vote of a majority of the members of a Committee present at any meeting at which there is a quorum shall be the act of such Committee.~~

(fg) Representatives and Delegates to Affiliated Groups. The Board shall appoint representatives or delegates to external bodies with which the Association affiliates. The Board shall have the power to establish and disestablish relationships with various scientific and governmental groups.

**ARTICLE V  
OFFICERS**

**Section 1. Officers, Term of Office.**

(a) The officers of the Association (the "Officers") shall consist of a President, a Secretary-Treasurer, ~~two (2) Program Chairs~~, a President-Elect, and a Past President. All Officers shall be subject to the supervision and direction of the Board.

(b)

(i) The President-Elect, President and Past-President shall each serve in such Officer position for two (2) year terms; provided that upon the conclusion of such two (2) year term, the President-Elect shall automatically become the President and the President shall automatically become the Past President. For the avoidance of doubt, the President-Elect and the President must serve consecutive terms unless their respective terms end upon earlier death or incapacitation or resignation or removal pursuant to the terms hereof. For the duration of his/her term as President-Elect, President or Past President, as the case may be, such individual shall also automatically serve as a Director. If the President dies, becomes incapacitated, resigns or is removed the President-Elect shall complete the remaining portion of the President's two (2) year term and then serve his/her own two (2) year term. If the President-Elect dies, becomes incapacitated, resigns or is removed his/her successor shall be elected at the next meeting of the Board;

(ii) The Secretary-Treasurer shall serve in such Officer position and on the Board for four (4) years;

~~(iii) The Program Chairs shall serve in such Officer positions and on the Board for four (4) years in staggered terms;~~

(c) Any given officer may not serve more than one term nor serve as a Non-Officer Director consecutively; provided that, in each instance, any such Officer's service shall cease upon the expiration of the applicable term or his/her earlier death or incapacitation or resignation or removal pursuant to the terms hereof.

~~**Section 12. Program Chairs.** The Program Chairs of the Association (the "Program Chairs") are Directors. They co-chair the Program Committee, make decisions regarding the Association's scientific meetings in consultation with the President, the Executive Director and the Board. Program Chairs perform other duties as the Board may assign.~~