

**ASSOCIATION FOR STUDENT CONDUCT ADMINISTRATION
BYLAWS**

PREAMBLE

We who administer conduct standards for students at institutions of higher education recognize that a personal sense of honor sustains both individuals and their communities. To this end, we have formed the Association for Student Conduct Administration (ASCA), formerly known as the Association for Student Judicial Affairs (ASJA) to foster the following principles:

The development and enforcement of standards of conduct and resolution of conflict for students is an educational endeavor that fosters students' personal and social development. Students must assume a significant role in developing and enforcing such regulations in order that they might be better prepared for the responsibilities of citizenship.

Standards of conduct form the basis for behavioral expectations in the academic community. The enforcement of such standards must protect the rights, health and safety of members of that community in order that they may pursue their educational goals without undue interference.

Integrity, wisdom, and empathy are among the most important characteristics necessary for the administration of student conduct standards. Professionals who exercise such duties must do so with a sense of impartiality and fairness.

ARTICLE I - NAME

The name of this Association shall be the Association for Student Conduct Administration.

ARTICLE II – VISION, MISSION AND CORE VALUES

Section A. Vision Statement

ASCA is the premiere authority in higher education for student conduct administration and conflict resolution.

Section B. Mission Statement

The mission statement of ASCA is to support higher education professionals by providing educational materials and resources, intentional professional development opportunities, and a network of colleagues to facilitate best practices of student conduct administration and conflict resolution on college and university campuses.

Section C. Core Values

- Collaboration
- Diversity
- Education
- Inclusion
- Integrity
- Leadership
- Respect

ARTICLE III – MEMBERSHIP

Membership in ASCA shall generally be open to any person who has a legitimate interest in the mission, vision, core values and activities of the Association and who agrees to abide by the provisions contained in the Association's Bylaws and Statement of Ethical Principles and Standards of Conduct. There shall be seven classes of membership: Professional, Student, Honorary, Retiree, Association Affiliate, Corporate Affiliate and Limited Individual. Eligibility criteria for each specific class of membership are outlined below. Members will be considered in good standing if they have no outstanding debt with the Association and have paid their dues (if required) in accordance with the dues schedule approved by the Board of Directors.

Section A. Professional Membership

Any person employed at a postsecondary institution with the responsibility for or an interest in student conduct administration may become a professional member of the Association. Professional members are eligible to hold any appointed or elective office and vote.

Section B. Student Membership

Any registered graduate or undergraduate student who possesses an interest in the area of student conduct administration, and who is not employed full-time during the current academic membership year, may become a student member of the Association. Graduate student members may vote but may not hold elective office. Undergraduate students may not vote or hold elective office.

Section C. Honorary Membership

The Board of Directors may confer honorary membership upon any individual with a record of outstanding contributions to the Association. Honorary members may not hold elective office or vote in elections, nor are they obligated to pay dues, unless they select another membership category for which they are eligible.

Section E. Retiree Membership

Any current or former ASCA member who is retired from his or her higher education institution and is not employed full-time. A Retiree member may not hold elective office or vote.

Section F. Association Affiliate Membership

The Board of Directors may confer Association Affiliate membership upon an organization or upon any individual as a representative of an organization. An Association Affiliate member may not hold elective office or vote.

Section G. Corporate Affiliate Membership

Any individual, organization, company, manufacturer, or supplier of goods and/or services, including profit or non-profit, that supports the vision, mission, and core values of the Association may become a Corporate Affiliate Member. Corporate Affiliate members may not hold elective office or vote. Corporate Affiliate members may not use any Association resources to promote their services without the express permission of the Board of Directors.

Section H. Limited Individual Membership

Any person expressing an interest in or support for the Association’s vision, mission, and core values that is not currently employed at an institution of higher education. Limited individual members may not hold elective office or vote.

ARTICLE IV - DUES

Section A. Dues Structure

Dues for Professional or Student membership shall only be changed by an affirmative vote of a majority of the eligible voting members returning a ballot. Dues for all other membership categories shall only be changed by 2/3 vote of the entire Board of Directors.

Section B. Fiscal Year

The Association’s fiscal year shall be from March 1 to February 29.

Section C. Non-Payment of Dues

Voting members who do not pay their dues within 30 days of their membership expiration date will no longer be in good standing and therefore not eligible to receive any goods and/or services from the Association or vote.

Section D. Distribution of Association Funds

No part of the net earnings of ASCA shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the ASCA Treasurer shall be authorized and empowered to reimburse expenses or pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its mission set forth in Article II, Section B hereof. No part of the activities of ASCA shall be allowed for attempting to influence legislation except insofar as such legislation relates to the fundamental mission, vision, and core values of the Association. ASCA shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 503 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section E. Dissolution of the Association Assets

Upon the dissolution of ASCA, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization as said Court shall determine which are organized and operated exclusively for such purpose.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section A. Composition

The elected officers shall be a President, a President-Elect, a Past-President, a Secretary, a Treasurer, and six regional Directors-at-Large. The appointed officers shall be a Conference Chair and an Academy Chair, who shall be nominated by the President Elect, serve as ex-officio members of the Board, and approved by a majority vote of the Board of Directors. These officers shall constitute the members of the Board of Directors. The Executive Director shall also serve as an ex-officio member of the Board of Directors.

Section B. Qualifications

Only professional members of the Association in good standing may be nominated and elected for office.

Section C. Terms of Office

1. The President shall serve for one (1) year.
2. The President Elect shall be elected for one (1) year and shall succeed automatically to the position of President for a term of one (1) year. The President Elect shall assume the responsibilities of the Presidency in the absence or incapacity of the President.
3. The Past President shall serve for one (1) year and the position shall be filled automatically by the outgoing President upon completion of his or her term as President.
4. The Secretary shall serve for two (2) years and shall be elected in even calendar years.
5. The Treasurer shall serve for two (2) years and shall be elected in odd calendar years.
6. Each Director-at-Large shall serve for a period of two (2) years. Director-at-Large terms shall be staggered, such that each year three new directors will be elected from their respective regions outlined below.
7. Officers shall serve for the term specified above or until a successor is elected or otherwise replaced pursuant to the provisions of these Bylaws.

Section D. Duties

1. **President**
The President shall serve as the chief executive officer of and spokesperson for the Association. The President shall prepare the agenda for and serve as the presiding officer at all meetings of the Association and the Board of Directors. The President shall appoint individuals to assist in conducting the business of the Association. The following appointments must have approval of the majority of the Board of Directors: Academy Chair, Conference Chair, Circuit Representatives and standing Committee Chairs. The President shall present an annual operating budget to the Board of Directors for approval. The President, together with the Treasurer and the Executive Director shall be authorized to enter into contractual obligations on behalf of ASCA.
2. **President-Elect**
The President-elect shall, in the absence of the President, perform the duties of the President. The President-Elect shall also perform duties as assigned by the President or as otherwise outlined in these Bylaws.
3. **Past President**
The Past President shall perform duties as assigned by the President and as otherwise outlined in these Bylaws.

4. **Secretary**

The Secretary shall keep the minutes and report the activities of the ASCA. The Secretary shall file a copy of all minutes and reports with the President and Executive Director. The Secretary in collaboration with the Elections Chair and the Central Office staff shall distribute notices and reports regarding the annual election of the Board of Directors. The Secretary is responsible for any resolutions brought forward by the Board of Directors or membership. The Secretary will ensure any resolutions proposed to the membership are consistent with the Association vision, mission and core values.
5. **Treasurer**

The Treasurer shall assist in the development of the annual operating budget for the Association; shall be responsible, in conjunction with the Executive Director, for preparing and presenting a written annual financial report to the Association membership; shall be authorized to distribute funds of the Association; shall serve as a liaison to the Finance Committee; and together with the Executive Director and President, be authorized to enter into contractual obligations for the ASCA.
6. **Directors-at-Large**

The Directors-at-Large shall serve on the Board of Directors and shall perform such duties as are recommended by the President and approved by a majority vote of the Board of Directors, including working as a liaison with the circuit representatives in their respective regions. One Director-at-Large shall be elected by the Association membership at large to represent each of the following regions drawn from the eleven (11) United States federal judicial circuits, and the international circuit; (a) the area covered by federal circuits 1 and 2; (b) the area covered by federal circuits 3 and 6; (c) the area covered by federal circuits 4 and 11; (d) the area covered by federal circuits 7 and 8; (e) the area covered by federal circuits 5 and 10; and (f) the area covered by federal circuit 9 and any international circuit presently recognized by the Board of Directors. Election of three new regional Directors-at-Large shall occur in alternate years, beginning with the Directors for the area defined in sections (a), (c), and (e), in the first year, and the Directors for the remaining areas (b), (d), and (f) in the following year.
7. **Conference Chair**

The Conference Chair will be a one year appointment and will serve as a non-voting member of the Board of Directors who will coordinate the Association's annual conference. The Chair will be appointed by the President-Elect and confirmed by a majority vote of the Board of Directors.
8. **Academy Chair**

The Academy Chair will be a two year appointment and will serve as a non-voting member of the Board of Directors who will coordinate the Association's annual Academy. The Chair will be appointed by the President-Elect and confirmed by a majority vote of the Board of Directors.
9. **Executive Director**

The ASCA Executive Director may serve as a spokesperson and promoter of the Association and will work closely with the ASCA President, Board of Directors, committee chairs, and regional leadership to achieve Association goals in the areas of adoption, renewal, and setting of ASCA standards, ASCA initiatives in research and publications, ASCA membership recruitment and retention efforts, peer networking, and member education. The Executive Director will oversee the recruitment, selection, training, evaluation, and supervision of

Central Office staff in keeping with established organizational, departmental, and personnel reporting structure. The Executive Director shall also assist with the development of the annual budget and serve as an ex-officio member of the Board of Directors.

10. **Board/Officer Vacancies**

In the event that an elected or appointed officer resigns or is incapacitated and unable to complete the remainder of his/her appointment, the President may appoint a successor to serve until the next regular election. Such appointment shall be confirmed by majority vote of the Board of Directors.

11. **Removal From Office**

In the event that an elected or appointed officer is removed from office prior to his/her appointment ending for cause, the President may appoint a successor to serve until the next regular election. Removal from office must be initiated by a member of the Board of Directors and shall be confirmed by majority vote of the Board of Directors.

Section E. Elections

1. **Nominations**

All eligible members who accept their nominations for an elected position shall have their name placed on the ballot. At least two (2) eligible members of the Association must be nominated for each elected position. All nominees shall be professional members of the Association in good standing.

2. **Election Process**

Election of officers of the Association shall be held annually by mail or electronic ballot. Ballots will be submitted to the membership by the Central Office at least thirty (30) days prior to the annual business meeting of the Association. Election of officers requires a plurality vote of those participating in the election. In the event that a plurality is not reached, a run-off election will take place amongst the candidates who received the highest number of equal votes.

3. **Election Results**

The Secretary shall conduct elections in collaboration with the Chairperson of the Election Committee and the Executive Director. The results of the election shall be announced to the membership by the Secretary no later than at the annual business meeting of the Association.

ARTICLE VI – MEETINGS

Section A. Board Meetings

The Board of Directors shall meet at least three times annually to plan the business of the Association. Notice of any meeting shall be given to the Board of Directors at least 30 days in advance of the proposed date of the meeting. The agenda of meetings of the Board of Directors shall be prepared by the President. A quorum for the transaction of the business of the Board of Directors shall be a majority of the voting members of the Board. Voting by proxy shall not be permitted.

Section B. Association Meetings

The membership of the Association shall convene at least once annually. The agenda of meetings of the membership of the Association shall be prepared by the President and shall include the Treasurer's financial report. A quorum for the transaction of the business of the Association at the annual business meeting shall be a majority of the voting members in attendance at the annual conference of the Association or at any special meeting called for the purpose of transacting the business of the Association. Members shall be provided at least sixty (60) days written or electronic notice in advance of the scheduled date of any meeting of the membership of the Association. Voting by proxy shall not be permitted.

Section C. Special Meetings

Special meetings may be called by the President or by a majority vote of the Board of Directors. Regional meetings in each circuit will be encouraged.

ARTICLE VII – COMMITTEES

Section A. Committee Chairs

The Chair of each committee shall be appointed by the President. Each chair shall serve for a period of one (1) year, subject to reappointment. No Chair shall serve for more than three (3) consecutive terms unless no other member is qualified and/or accepts the position. The President shall also appoint a member of the Board of Directors to serve as a liaison to each standing and special committee.

Section B. Committee Membership

Committee membership shall be for one (1) year, subject to reappointment.

Section C. Special Committees and President's Ex-Officio Membership

Such other committees, either standing or special, shall be appointed by the President of the Association or by the Board of Directors as deemed necessary to carry on the work of the Association. The President shall be an ex-officio member of all committees except the Election Committee.

ARTICLE VIII – CONFLICT OF INTEREST

ASCA is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors promotes ethical behavior, and has adopted this Conflict of Interest Policy.

Section A. Purpose

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Section B. Definitions

Interested Person

Any member of the Board of Directors, Association officer, or member of a committee with Board-delegated authority, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, an ownership or investment interest in any entity with which the Association has a transaction or arrangement; a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation

Direct and indirect remuneration, including gifts or favors that are not insubstantial.

Conflict of Interest

A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust; however, a financial interest is not necessarily a conflict of interest. Under Section C(2), a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section C. Procedures**Duty to Disclose**

If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- b. The President of ASCA shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D. Records of Proceedings

The minutes of the Board of Directors and all committees with Board of Director delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board of Directors decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section E. Compensation

- a. A member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to his or her compensation.
- b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to his or her compensation.
- c. Any member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, may provide information to any committee regarding compensation.

ARTICLE IX - AMENDMENTS

These Bylaws shall be reviewed at least every other year. A group, appointed by the President, shall have the responsibility for review and recommendation to the Board of Directors by December 1 of the review year. The Board of Directors must submit proposed amendments to the Bylaws to the membership at least thirty (30) days in advance of a deadline to vote on such proposals. Approval by at least two-thirds of the members voting on such proposed amendments is required for adoption.

ARTICLE X - PARLIMENTARY AUTHORITY

The Association's parliamentary authority shall be the most recent edition of Robert's Rules of Order except when those rules are inconsistent with the Association's Bylaws.

Approved, March 2008