

## **Amendments**

### **Pending Approval – November 2023**

#### **Article III. Membership**

##### **Section 2. Admission.**

Correction. First sentence: removed text: “Executive.”

#### **Article IV. Meetings**

##### **Section 1. Annual Business Meeting.**

Correction. Third sentence: removed text: “A member participating in a meeting by this means is deemed to be present in person at the meeting.”

Insertion. Second sentence: “The annual business meeting may be held by any means of communication, as decided by the Board of Directors, by which all Members participating may simultaneously hear the proceedings during the meeting.”

##### **Section 4. Special Meetings.**

Correction. Second sentence: removed text “The time, place, and purpose of the meeting shall be announced to the Members at least thirty (30) days in advance.”

Insertion. Second sentence: “The meeting shall be announced to the Members at least thirty (30) days in advance. The special meeting may be held by any means of communication, as decided by the Board of Directors, by which all Members participating may simultaneously hear the proceedings during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.”

#### **Article V. Board of Directors**

##### **Section 3. Student Director.**

Correction. First sentence: remove text “A Student Director shall serve a term of two years and may not serve an additional consecutive term.”

Correction. Second sentence: remove text “ The Student Director must be, at their election, a graduate student.”

Insertion. First sentence: The Student Director must be a Member who, at the time of their election, is a graduate student.”

Insertion. Second sentence: “The Student Director shall serve a term of three years and may not serve an additional consecutive term as Student Director.”

##### **Section 4. Program Unit Director.**

Insertion. Second sentence: “as Program Unit Director.”

### **Section 5. Regions Director.**

Correction. First sentence: removed text “Treasurer of an AAR region”;

Replaced with “another regionally elected officer.”

Insertion. Second sentence: “as Regions Director.”

### **Section 6. Status Committee Director.**

Insertion. Second sentence: “as Status Committee Director.”

### **Section 7. Contingent Faculty Director.**

Insertion. Third sentence: “as Contingent Faculty Director.”

### **Section 8. At-Large Directors.**

Insertion. First sentence: “as At-Large Director.”

### **Section 9. Election.**

Correction. Third sentence: removed text “written or”;

Replaced with “email”

Correction. Third sentence: removed text “executive”

Correction. Third sentence: lowercase “o” in replaced by uppercase “O”

### **Section 11. Board Meetings.**

Correction. Second sentence: removed text “Meetings may take place by any means of communication by which all members can hear each other simultaneously. Notice of the time and place of the meeting shall be given.”

Insertion. Third sentence: “A Board of Directors meeting may be held by any means of communication, as directed by the Executive Committee, by which all directors participating may simultaneously hear each other during the meeting. A director participating in the meeting by this means is deemed to be present in person at the meeting. In emergencies, special meetings of the Board may be called by the President, by the Executive Committee, or by written request of at least a third of the Board members.”

Correction. Fourth sentence: added text “to all directors.”

### **Section 12. Action without Meeting.**

Correction. First sentence: added text “or electronic communication.”

Correction. Second sentence: added text “/electronic”

## **Article VI. Officers**

### **Section 6. Treasurer.**

Correction. Fourth sentence: added text “and Audit”

## **Article VII. Committees of the Board and Working Groups**

### **Part I. Committees of the Board**

#### **Section 2. Finance Committee.**

Correction. Title: removed “Finance Committee”;

Replaced with “Finance and Audit Committee”

Correction. First sentence: added text “and Audit”

Correction. First sentence: added text “and shall review the annual audit, recommending, as appropriate, its acceptance by the Board.”

Correction. Second sentence: removed text “directors”

Insertion. Second sentence: “on the Board of Directors and the AAR Executive Director.”

Correction. Third sentence: removed text “and Administration”;

Replaced with “/Chief Operating Officer”

Correction. Fourth sentence: removed text “It”;

Replaced with “The Finance and Audit Committee”

### **Section 3. Audit Committee.**

Correction. Title: removed text “Section 3. Audit Committee.”

Correction. Section 3. Audit Committee: removed entire section: “The Audit Committee shall review the annual audit, and, as appropriate, recommend its acceptance by the Board. The membership of the Committee shall include the President, the President-Elect, the Vice President, and one non-board Member, who may be a non-Member, with significant experience in finance. It is chaired by the President. The Committee shall meet once per year. The meeting shall include, as needed, the AAR auditor, the Chief Finance and Administration Officer, the Executive Director, and the Treasurer. Membership should not overlap with the Finance Committee.”

### **Section 4. Governance and Leadership Development Committee.**

Correction. Section number: changed from 4 to 3

Correction. Fourth sentence: lowercase “m” replaced by uppercase “M”

Correction. Fifth sentence: removed text “non-director”;

Replaced with “non-Board of Directors.”

### **Section 5. Program Committee.**

Correction. Section number: 5 changed to 4

Correction. First sentence: text removed “non-director”;

Replaced with “non-Board of Directors”

Correction. First sentence: lowercase “p” replaced by uppercase “P”

Correction. Second sentence: lowercase “c” replaced by uppercase “C”

Correction. Third sentence: text removed “Chief Scholarly Engagement Officer”;

Replaced with “Director of Programs and Publications”

Correction. Third sentence: text removed “executive”

### **Section 6. Appointment.**

Correction. Section number: 6 changed to 5

## **Article VIII. Regional Groups**

### **Section 1. Nature and Scope.**

Correction. Fifth sentence: text removed “Members who reside in the geographical area of a region are automatically constituents of the region.”

Insertion. Fifth sentence: "Members may select the region in which they wish to be a Member"  
Correction. Sixth sentence: text removed " However, members may choose to become a member of a different region if they wish.

## **Section 2. Governance.**

Correction. First sentence: text removed "Each Board-established regional group is subject to the authority of the Board of Directors"

Insertion. First sentence: "Each region shall establish a regional board of directors that is subject to the authority of the AAR Board of Directors."

Correction. Third sentence: lowercase "m" replaced by uppercase "M"

Correction: Fourth sentence: text removed: "The regional student director must be a student in good standing at a school located within that region at the time of election."

Insertion. Fourth sentence: "Elections will be conducted by the AAR Office by electronic ballot distributed to all Members eligible to vote at the address on file at the AAR Office. In circumstances where the electronic ballot cannot be distributed, regional elections may be held in-person at the region's business meeting."

## **Article X. Amendment**

Correction. First sentence: text removed "by mail or"