

Association of Independent School Admission Professionals By-Laws

Modified and Approved by the AISAP Board of Directors in January 2025

Article I: Name and Offices

- I. The name of this corporation is the Association of Independent School Admission Professionals (hereinafter referred to as "AISAP" or the "Association").
 - A. It exists legally as a non-profit corporation of the State of Delaware.
 - B. In this document, the term "Association" shall refer to the Corporation and the Association, which is the same entity.

Article II: Purpose

- I. The purposes for which the Association is organized and operated are educational and charitable.
- II. The primary purpose of the Association is to inspire and serve all admission and enrollment professionals to maximize their impact on the world of education and to serve as a global leader and primary resource in cultivating world-class admission and enrollment professionals. AISAP will advance the profession as the foundation of institutional success and create the conditions for each practitioner's continuous growth and development.

Article III: Membership

- I. Membership in the Association is a privilege made available to eligible institutions and organizations in service of the individuals employed at these eligible institutions and organizations.
 - A. Members shall be entitled to the full privileges assigned by the Board of Directors to their membership class upon payment of dues for the current year.

B. Members shall support and benefit from the purposes of the Association of Independent School Admission Professionals by accepting and supporting the Principles of the Ethical Behavior & Best Practices for Admission Professionals, the Association's code of conduct, and the Association's values as outlined in our 2021 Strategic Plan. The Association Board of Directors shall outline criteria and qualifications for each category of members in these Bylaws and in the policies and procedures approved by the Board of Directors as follows: Membership shall include the following:

1. Educational Institutions

a) Full Membership

- (1) Institutions must be accredited or licensed by recognized bodies.
- (2) Or eligible institutions must have been in operation for at least five years.
- (3) Eligible institutions must accept and support the Ethical Behavior & Best Practices for Admission Professionals.

(a) Non-profit schools and For-profit Schools

- (i) School membership is open to pre-collegiate, nonprofit schools located both in and outside the United States and U.S. Territories with admission and enrollment professionals who would benefit from AISAP's programs and services.

(b) Corporate Partners

- (i) For-profit or not-for-profit businesses, companies, vendors, or organizations with programs, products, or services related to member institutions' work and actively supporting the Association's work.

Article IV: Discipline

- I. Any member of the Association may be censured, suspended, or expelled by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors for failure to comply with the provisions of these Bylaws or for other good cause. Any member proposed for discipline shall be provided due process following policies and procedures approved by the Board of Directors.

Article V: Dues

- I. In consultation with the Executive Director | CEO, the Board of Directors shall establish annual membership dues for members and categories thereof.

Article VI: Board of Directors

- I. The Board of Directors of AISAP shall have full power, direction, and authority over the affairs of the Association as provided in these Bylaws.
- II. The Board of Directors shall include a minimum of twelve and up to twenty-five officers and directors.
- III. The Officers must be eligible to be members of AISAP at the time of an appointment to the Board of Directors.
- IV. Officers shall serve a two-year term and may serve no more than two consecutive full terms.
- V. The president must be elected by board members who have served on the Executive Committee within the past two years. All other officers may be elected from the entire board.
- VI. Elected Directors who are not Officers shall serve a three-year term and terms designated to balance the number of members serving and rotating off. Directors may serve no more than two consecutive full terms but may be eligible for re-election after being off the board for at least one year.
- VII. The term of office of each director and officer shall commence on the first day of July and expire on the last day of June.

- VIII. All Officers and Directors shall have access to full membership privileges.
- IX. Officers and directors shall receive no compensation for their services as a member of the Board of Directors. Still, they may be reimbursed for expenses incurred on behalf of the Association.
- X. The Board of Directors may designate one or more committees of the Board, each consisting of one or more Directors and chaired by a Director. Except for the Executive Committee (as described in Article VII), Board committees shall be advisory and not have any of the authority of the Board of Directors.
- XI. The Executive Committee shall provide any Officer or elected Director proposed for due removal process following policies and procedures approved by the Board of Directors. Removing an Officer or Director shall require an affirmative vote equal to two-thirds (2/3) of the board. The Board of Directors shall have the right to remove a Director appointed by the Board at any time.
- XII. Regular meetings of the Board of Directors shall be fixed each year in advance by resolution of the Board.
- XIII. The President may call a special meeting of the Board of Directors at any time with proper notice.
 - A. The President must call a special meeting of the Board of Directors upon the request of a majority of the members.
- XIV. Any one or more Directors may participate and vote in a meeting of the Board, allowing all persons participating in the meeting to hear each other at the same time.
- XV. Any action required or permitted by the Board of Directors may be taken without a meeting if all Directors consent in writing or by electronic mail. All written or electronic mail consents shall be filed with the minutes of the Board's proceedings.
- XVI. A majority of the Board of Directors' voting members shall constitute a quorum.

Article VII: Executive Committee

- I. There shall be an Executive Committee, which, subject to the limitations set forth by law and these Bylaws, may exercise the authority of the Board in between Board meetings. The Executive Committee shall be chaired by the President and shall include the Vice President, Secretary, Treasurer, and the chairs of all standing Board standing committees. The Executive Director of AISAP shall be an ex-officio, non-voting member of the Executive Committee. The Executive Committee is empowered to make timely decisions when it is impractical for the Board to meet and when the Board has granted the authority to act. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.
- II. The Secretary shall perform all duties incident to this position, including taking and maintaining minutes of meetings and official proceedings.
- III. The Treasurer shall perform all duties in this position and, in conjunction with the Executive Director and financial consultants, prepare, monitor, and execute the Association's budget.

Article VIII: Officers

- I. There shall be a minimum of four Officers, the President, the Vice President, the Secretary, and the Treasurer.
 - A. If the Governance Committee recommends and the Board determines that Co-Chairs are appropriate for leadership. The guidelines noted below are to be in effect for both Co-Chairs.
 - B. Each Officer shall serve for two years (a term) in each respective office commencing on July 1 and may serve up to two terms.
 - C. The Association may select the president from officers having served on the Executive Committee within the past two years
 - D. The President shall be the principal elected officer of the Association and shall:

1. Have all powers exercised by the president of the corporation and shall have authority to sign and execute instruments for business operation approved by the Board of Directors
2. Call and preside at meetings of the Association, the Board of Directors, and the Executive Committee.
3. Serve, along with the Executive Director, as the official spokesperson for the Association.
4. Appoint eligible persons to replace any vacancies that occur in the committees of the Association during their term, subject to the approval of the Board of Directors, except as provided in these Bylaws.
5. Appoint persons to serve on special committees, which shall include task forces, panels, and other bodies, subject to the approval of the Board of Directors.
6. Appoint an eligible person to replace a vacancy in an unexpired term if desired and appropriate of an elected Director who is not an officer, subject to the approval of the Board of Directors.
7. Serve as an ex-officio member of all committees.
8. Upon the expiration of their respective terms, the outgoing President shall automatically succeed to a director at the start of the new operational year for the Association and may serve as a member of the Board of Directors for at least one year and no longer than two years after completion of their term of service.

E. The Vice President shall:

1. Assume the President's duties upon the President's absence or inability to serve.
2. Succeed to the position of President in the event the President cannot complete their term and shall serve the remainder of the vacating President's term, and then a full term as President.
3. In the event of a vacancy in the office of the Vice President, the unexpired term of the Vice President shall be filled by persons within the Board of Directors subject to the approval of the Board of Directors. The appointee

shall serve only until the next annual meeting of the Assembly, when both the President and Vice President shall be elected.

Article IX: Executive Director

- I. The Executive Director is the sole employee of the Board of Directors and reports to the President of the Board.

Article X: Committees

- I. There shall be the following committees for the operation of the Association:
 - A. The Executive Committee may create or dissolve other committees as it deems necessary with the exception of Executive, Finance, and Governance, to carry out the work of the Association.
 - B. The Finance Committee shall provide recommendations to the Board of Directors on financial and budgetary policies and issues and the annual operating budget.
 - C. The Governance Committee shall recommend amendments to the Bylaws for submission to the Board of Directors for approval. This committee shall also review all other proposed amendments to the Bylaws and provide recommendations to the Board of Directors. The Governance Committee shall nominate a slate of one or more nominees for each elected position on the Board of Directors to be elected for such year.

Article XI: Indemnification

- I. AISAP shall indemnify any persons who are serving or have served as AISAP Officers, Directors, employees, agents, or other persons who are or have served at AISAP's request as Officers, Directors, employees, or agents of another corporation, partnership, joint venture, trust, or other

enterprises to the fullest extent permitted by applicable law. AISAP may purchase and maintain insurance to indemnify persons pursuant to this Article.

Article XII: Intellectual Property

- I. The use of all AISAP intellectual property, including but not limited to the Association's name, acronym, and logo, shall be determined by policies and procedures adopted by the Board of Directors.