

AACS By-Laws Summary of Changes 2017

This By-Laws proposal represents the cultural change taking place in your Association. As we continue to navigate the complexities of both the regulatory and business climate changes, we ensure that our association is strategically positioned to meet the challenges ahead. The proposed changes are designed to support the continued evolution of AACS and to allow the Board to more effectively manage the needs of a modern association.

To streamline and clarify our existing By-Laws, the Board of Directors recommends the membership repeal of the existing By-Laws and replace with the proposed By-Laws.

The AACS Board of Directors submits these By-Laws for Membership review and feedback during the open comment period beginning September 1, 2017 and ending September 15, 2017.

The following summarizes the changes being recommended:

- **Article I** of the existing By-Laws is replaced by a table of contents in the proposed by-Laws.
- **Article II, III and IV** of the existing By-laws have been removed and placed on the website and/or included in the operational policies and procedure manual.
- **Article V** of the existing By-Laws is now Article II in the proposed By-Laws. There is a change in the title from Associate Member to Partner Member. This more accurately reflects the partnership with the numerous companies affiliated with the Association.
- **Article VI and VII** of the existing By-Laws are now Article II in the proposed By-laws. The Fiscal year of the Association has been moved from Article VI of the existing By-Laws to Article VIII of the proposed By-Laws.
- **Article VIII** of the existing By-Laws is now Article III of the proposed By-Laws. A substantive change is recommended in changing the composition of the Board. The Board recommends 10 School Member and 3 Partner Member Directors as the new board composition. (Currently 11 and 2, respectively). This realignment is reflective of the valued relationship with our Partners while maintaining a majority representation of School Owner Member Directors. Additionally, Term Limits are being recommended for Directors. An elected term will be 3 years in duration. A Director, being duly elected, may serve 3 full terms for a maximum of 9 years of service as a Director. After having served for 9 years, a Director would need to satisfy an 18-month separation period from the Board. After the 18-month period has been completed, a former Director may be nominated for election and a fresh cycle of terms would commence. Current members on the board and those running for re-election in 2017 may complete their term without the effects of this rule.

- **Article IX** of the existing By-Laws is now Article IV of the proposed By-Laws. The titles for the Officers of the Board would be change migrate to: Chair (President), Vice-Chair and/or Immediate Past Chair, Secretary Treasurer, and Chair of Strategy Committee. The Officers of the Association will be elected by the Board to fulfill a two-year term in the Officer position. For continuity and succession planning, the role of Chair (President) will be a four-year term, inclusive of serving 1 year as Vice Chair; 2 years as Chair (President); and concluding with 1 year as the Immediate Past Chair.
- **Article X** of the existing By-Laws is now Article IV of the proposed By-Laws.
- **Article XI** of the existing By-Laws is now Article V of the proposed By-Laws will be comprised of an Executive Committee, Strategy Committee, Finance/Audit Committee and Governance Committee. The responsibilities of these committees are outlined in the document.
- **Articles XII, XIII and XIV** of the existing By-Laws have been repealed or moved to Article VI, VII and IX of the proposed by-Laws.
- **Article XV** of the existing By-Laws is now Article X of the proposed By-laws.