

PNAIRP CONSTITUTION

Article I Name

The name of this organization shall be the Pacific Northwest Association for Institutional Research and Planning, also referred to as PNAIRP.

Article II Purpose

The major purposes of this Association shall be to:

1. provide for the dissemination of information and the interchange of ideas on problems of common interest;
2. provide for the fostering of unity and cooperation among persons having interests and activities related to institutional research and planning in post secondary education; and
3. promote the professional development of PNAIRP members.

Article III Nonpartisan Affiliation

a. Compliance with Internal Revenue Code.

Notwithstanding any other provision of these articles, PNAIRP shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law including (but not limited to) any political lobbying.

b. Abstention from political campaigns

No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of Statements) any political campaign on behalf of any candidate for public office.

Article III Membership and Voting

Section 1. Membership in the Association and election to any office or appointment to any committee shall not be based on race, ethnic origin, sex, age, nationality, sexual orientation, or religious conviction.

Section 2. Membership shall be open to individuals who are engaged in research leading to the improved understanding, planning and operation of institutions of post secondary education and to individuals who are interested in the methodology and results of institutional research, including graduate students.

Section 3. Membership shall include all individuals who pay a registration fee for the PNAIRP annual meeting and those who do not attend the annual meeting, but pay a membership fee if required. Membership is valid through the next fiscal year beginning January 1.

Section 4. Except for the election of officers, voting shall take place at the annual business meeting and be restricted to those registered members in attendance. For the election of officers, a ballot will sent to all members of this Association.

Section 5. To be eligible for emeritus membership, a person must be retired and must have been an active member of the Association for a minimum of five years immediately preceding retirement.

Article IV Officers

Section 1. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2. President - The President shall:

1. have general responsibility for promoting membership in the Association;
2. appoint committee chairmen;

3. work with committees in formulating policy and expediting the implementation of such policies;
4. consult with the Vice-President in planning the annual conference; and
5. perform any other duties necessary to assist the Association in achieving its purposes as stated in the Constitution.

Section 3. Vice-President - The Vice-President shall:

1. plan the program and serve as chairperson for the next year's annual Conference;
2. assist the President in other duties as the need arises;
3. assume the duties of the President in the event that person cannot complete his/her term;
4. serve as liaison to AIR; and
5. chair annual audit committee meeting.

Section 4. Secretary - The Secretary shall:

1. be responsible for maintaining and publishing an annual listing of the membership of the Association;
2. keep the minutes of the annual business meeting and of the meetings of the Executive Committee;
3. be responsible for printing and distributing notices and other materials pertaining to the annual Conference;
4. collect annual Conference registration and membership fees; and
5. perform any other duties assigned by the President or Vice President.

Section 5. Treasurer - the Treasurer shall:

1. receive funds from the secretary for deposit;
2. provide for the payment of duly authorized expenses of the Association;
3. prepare informal financial statements for the Executive Committee and complete financial reports for the audit committee and the annual business meeting; and
4. perform any other duties assigned by the President or Vice President.

Section 6. Term of Officers - The Vice President shall be elected for a three-year term, the second of which shall be as President and the third as Past President. The terms of office of the Secretary and Treasurer shall be three years. All newly-elected officers shall assume office at the close of the annual Conference following announcement of their election, except the Treasurer whose term of office shall become effective beginning January 1, of the next fiscal year.

Section 7. Vacancies - Unless otherwise provided for in the Constitution, the Executive Committee shall have the authority to fill a vacancy by appointing an Association member to fill unexpired terms. A person appointed to finish the term of Vice President must run for election to become President. In this situation, both the office of the President and Vice President will appear on the ballot. If the elected President resigns, the Vice President completes the year as President and is also the President the following year. In all other situations, the person appointed to an unexpired term shall be eligible to succeed him/herself and to serve a full elective term as provided in the Constitution.

Section 8. Succession - Officers cannot succeed themselves in the same office except as noted in Section 6 and 7.

Section 9. Election of Officers - All officers up for election and two members at large shall be elected in September, prior to the annual conference. The Past-president shall be in charge of the election and shall tabulate the results. The Past-president will announce the results to the Executive Committee immediately following the tabulation, and candidates will be informed of their status by the Past President prior to the annual meeting. The Past-president will announce the results of the election at the annual business meeting.

Article V Executive Committee

Section 1. The Executive Committee shall be composed of the President, Past President, Vice President, Secretary, Treasurer and four Executive Committee Members at Large. The current President shall chair the Committee.

Section 2. The Executive Committee shall:

1. conduct the general affairs of the Association between its annual meetings;

2. set the time and location of the next year's meeting;
3. function as the Budget Committee; and
4. fill vacancies, unless otherwise provided for in the Constitution.

Section 3. The Past-President shall:

1. coordinate the election of officers and members-at-large
2. chair the nominating committee

Section 4. Two Members at Large will be elected each year and will serve for a two-year term. They shall assist the Executive Committee in performing duties necessary to assist the Association in achieving its purposes as stated in the Constitution.

Article VI Bylaws

The Association shall adopt bylaws consistent with this Constitution as required for the conduct of its affairs.

Section 1. Proposed changes in the bylaws:

1. may be submitted in writing to any member of the Executive Committee at least sixty (60) days prior to the annual meeting, or;
2. may be proposed through action originating in the Executive Committee.

Section 2. The Secretary shall be responsible for printing any proposed bylaws or amendment(s) initiated in accordance with Section 1 of this Article, and for submitting them to the registered members for consideration at the annual business meeting, and making copies available at least 30 days prior to the business meeting.

Section 3. Bylaws approved by the Executive Committee shall be circulated at least thirty (30) days prior to the annual business meeting and at the annual business meeting by the Secretary.

Section 4. A proposed change in the bylaws shall become effective at the end of the annual business meeting at which it was approved by a majority of the members present.

Article VII Amendments

This Constitution may be amended at the annual business meeting.

Section 1. Proposed amendments to this Constitution:

1. may be submitted to any member of the Executive Committee by a member of this Association in writing at least sixty (60) days prior to the annual meeting, or;
2. may originate through actions in the Executive Committee.

Section 2. Proposed amendments must be approved by a two-thirds vote of the Executive Committee.

Section 3. Amendments approved by the Executive Committee shall be circulated at least (30) days prior to the annual business meeting and at the annual business meeting by the Secretary.

Section 4. Proposed changes to this Constitution conforming with Sections 1-3 of this Article shall become effective at the end of the annual business meeting at which they are approved by two-thirds of the members present.

PNAIRP BYLAWS

Section 1: Conference

The annual Conference of the Association shall be held during the fall of each year at a site and date determined by The Executive Committee The Secretary and Vice-president shall be responsible for distributing Conference materials to all members at least 30 days prior to the annual Conference. The annual business meeting shall be held in conjunction with the annual Conference. The Vice President of the Association will be in charge of the program for this Conference.

Section 2: Calendar

The fiscal year of the Association shall begin January 1.

Section 3: Fees

A. A registration fee will be assessed to all who register for the annual conference each year. Those who pay this fee will be members through the next fiscal year beginning January 1.

- B. A membership fee may be determined by the Executive Committee and may be assessed to all who do not pay the registration fee but wish to receive the benefit of the following PNAIRP services to include: Conference proceedings, membership list, advance notice of proposals for changes to the Constitution, participation on the Association's listserv.
- C. A discount in fees shall be established for full-time graduate students by the Executive Committee.
- D. Fees shall be reviewed and set annually by the Executive Committee.

Section 4: Parliamentary Procedure

Roberts Rules of Order will govern the conduct of business except where superseded by this Constitution and Bylaws.

Section 5: Committees

- A. A Nominating Committee composed of the immediate Past President of the Association and three other members, excluding the Executive Committee, shall be convened each year. The Past-President shall be responsible for recruiting the other three members with the aim of securing representation of PNAIRP's membership. Members of the Nominating Committee serve with the understanding that none will be candidates for election.
- B. An Audit Committee shall be recruited from the membership each year. This committee shall audit the Treasurer's books covering the previous fiscal year. The Treasurer shall report its results to the Executive Committee and to the members at the annual business meeting.
- C. A Local Arrangements Committee shall be appointed by the Vice President in consultation with the President for each annual Conference. The Treasurer is an ex officio member of this committee, but does not have voting privileges.
- D. Such other committees as deemed necessary for the welfare of the Association may be established by the President.

Section 6: Quorum

A quorum to conduct the business of the Association shall consist of twenty-five (25) percent of the registrants of the annual Conference.

Section 7: Association Investment

No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in Article II hereof.

Section 8: Conflict of Interest

The purpose of the conflict of interest policy is to protect the Organization's interest when considering a transaction that may benefit the private interest of a Board of Director of the organization, whereby the transaction might result in a possible excess benefit transaction.

a. Interested Party

Any officer or member-at-large of the Organization with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A current ownership, investment, or fiduciary interest in any entity with which the Organization has a transaction or arrangement; or
- A compensation arrangement with the Organization or with any entity or individual with which the Association has, or is negotiating, a transaction or arrangement; or
- A current interest with any entity or individual that is a competitor of an entity or individual with which the Organization has, or is negotiating, a transaction or arrangement.

A financial interest itself is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

c. Procedures

No contract or transaction between this Corporation and one or more of its members, directors or officers shall be void or voidable solely because the member, director or officer has a financial interest in such contract or transaction or is present at or participates in a meeting of the members or Board of Directors which authorizes such contract or transaction provided one of the following conditions is met:

- The material facts as to the relationship or interest as it relates to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors; or
- The material facts as to the relationship or interest as it relates to the contract or transaction are disclosed or are known to the members entitled to vote thereon and the contract or transaction is specifically approved in good faith by a vote of the majority of members; or
- The contract or transaction is fair to this Corporation at the time it is authorized, approved or ratified by the Board of Directors or the members. Interested directors may

not be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes such contract or transaction.

d. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers, shall contain:

- the names of the persons who disclosed, or otherwise were found to have an interest in an actual or proposed transaction or arrangement;
- any action taken to determine whether a conflict of interest was present;
- the Board or committee's decision as to whether a conflict of interest in fact existed; and
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion (including the basis for the Board's or committee's decision that the transaction was fair and reasonable to the Organization) and a record of any votes taken therewith.

EMERITUS MEMBERSHIP AWARD

Article III, Section 5 of the Constitution of the Pacific Northwest Association for Institutional Research and Planning states: "To be eligible for emeritus membership, a person must be retired and must have been an active member of the Association for a minimum of five years immediately preceding retirement."

General Policy

1. Emeritus membership is a status awarded by the Executive Committee to a person meeting the criteria for emeritus membership.
2. Emeritus members shall receive all rights and privileges of regular membership, except the right to vote or hold elective office.
3. A member shall be considered to have retired when he or she has formally terminated regular professional employment through retirement. Continuation or resumption of employment in a part-time or non-continuing basis following retirement shall not affect eligibility for emeritus membership status.

Procedure For Selection

1. Members will, on the membership renewal form, be given the opportunity to indicate that they have formally retired.
2. The Secretary will determine whether retired members have met the five-year active membership requirement for emeritus status.
3. The Secretary will bring the names of eligible members to the attention of the Executive Committee for formal conferring of the emeritus membership.

Membership Dues for Emeritus Members

Membership dues shall not be assessed emeritus members; however, conference fees may be assessed if the Executive Committee deems the financial integrity of the organization to be at risk in the absence of such fees. Once emeritus membership status is conferred, emeritus members must notify the Association annually, on the regular membership renewal form, of their eligibility for continuing emeritus membership.

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