

BY-LAWS OF
THE AIS EDUCATOR ASSOCIATION, INC.
A Colorado Not-For-Profit Corporation
Denver, Colorado
As Amended June 28, 2004

Article One – Organization

Section 1: Corporation Name

1. The formal name of this corporation shall be: “The AIS Educator Association.”
2. The formal name notwithstanding, the organization may also be referred to as the “Accounting Information Systems Educator Association”, the “Accounting Information Systems Educator’s Association”, the “AIS Educator’s Association”, or simply, “AIS Educators”.

Section 2: Operational Period

1. The corporation’s operational year shall begin at the opening of each annual business meeting, and shall continue until the opening of the next annual meeting.
2. The corporation’s fiscal year shall be determined by the Board of Directors.

Article Two – Purposes

Section 1: Mission Statement

1. The mission of the AIS Educator Association is to develop the practical skills of educators in the area of Accounting Information Systems. We achieve this by:
 - a. Providing opportunities to share information, resources, tools, and learning materials relevant to AIS education, in an inclusive, collegial environment.
 - b. Enhancing Information Technology skills by providing quality, inexpensive and relevant computer training, suitable for use in the AIS classroom, and
 - c. Disseminating AIS Education Research

Article Three – Membership

Section 1: Eligibility

1. There shall be two classes of membership in the Corporation for individuals, and one class for organizations or sponsors.
2. The first class of individual membership shall be open to all students actively enrolled in a degree program at an accredited institution of higher education. The second class of individual membership shall be open to all other individuals who demonstrate an interest in Accounting Information Systems education. This includes but is not limited to:
 - a. instructors, professors of all ranks, teachers, adjuncts, administrators and students actively engaged in AIS education;
 - b. former AIS educators;
 - c. prospective AIS educators;
 - d. individuals or employees of companies that provide goods or services (including software, expertise, textbooks, consulting, etc.) to AIS education;
 - e. individuals or employees of companies in the fields of accounting, information technology, information systems, or related areas;
 - f. educators in related fields; and
 - g. other individuals with an interest in the area of AIS education.
3. Organizational membership shall be open to corporations, partnerships, proprietorships, and limited liability companies, whether for profit or not-for-profit, as well as educational institutions, both public and private, and governmental agencies.

Section 2: Becoming An Individual Member

1. Individuals desiring to become a member in either class of membership must register for one of the organization's annual conferences held each year, pay the registration fee for that conference, and pay any annual dues assessed by the organization.
2. For the purposes of membership, a member may register for the training part of the conference, the research part of the conference, or for both parts of the conference.
3. Membership shall commence with the opening of the annual business meeting at the conference for which the individual registered, and continue two subsequent years.

Section 3: Becoming An Organizational Member

1. Organizations desiring to become a member must do one of the following:
 - a. sponsor one or more events at the annual conference, with a corresponding contribution of an amount to be determined by the Board of Directors. or
 - b. make an annual contribution of the minimum amount, determined by the Board of Directors..
2. Organizational membership shall consist of those organizations sponsoring one or more events at the conference, or donating funding, in the amount determined by the Board of Directors. An organization's sponsorship or donation must be paid in full by the business meeting of the conference for that organization to be considered a member for that year.

Section 4: Voting

1. Each individual shall have one vote on business at any membership meeting at which he is present. Proxy voting will not be permitted at any membership meeting or election. No member may vote whose dues and registration fee are not paid for the current year by the beginning of the annual meeting.
2. Organizational members have no voting rights in the Corporation. Employees of organizational members must separately become individual members (with separate payment of registration fees and dues) if they desire to vote in Corporation meetings.

Section 5: Dues and Registration Fees

1. Annual dues, if any, shall be set by the Board of Directors. Registration fees for the conference shall likewise be set by the Board of Directors.
2. Dues and registration fees may differ between the two classes of membership, to facilitate the encouragement of student participation in the corporation.
3. Notice of the amount of such dues, if any, and registration fees shall be publicized to the membership at large prior to the registration deadline of the conference. Dues shall be payable by the conference registration deadline each year.

Section 6: Meetings

1. **Annual Meeting:** The annual membership meeting shall be held during the annual conference of the Corporation.
2. **Notice of Annual Meeting:** The Secretary of the Corporation will cause to be mailed or emailed to every member in good standing at his or her address as it appears in the membership rolls a notice telling of the time and place of the next conference. This notice will be mailed or emailed at least 90 days prior to the first conference session. Additionally, the annual conference will be publicized within the AIS education community by websites, mailed flyers, emails, reflector postings, and other means. Such notices and announcements need not specifically refer to the "Annual Meeting" separately from the conference.
3. **Other Meetings:** The Board of Directors may elect to call other meetings of the membership when it is deemed to be in the best interest of the Corporation. Notices of such meetings will be mailed or emailed to all members at their addresses as they appear in the membership roll book at least 60 days prior to such meetings. Such notices will state the reason the meeting is called, the business to be transacted at such meeting, as well as the date, time, and place of the meeting. No other business but that specified in the notice may be transacted at such special meetings without the consent of 75% of individual members present at such meeting.
4. **Quorum:** The quorum for business to be transacted at any membership meeting shall be 25% of the individual members in good standing, or 25 members, whichever is less.

Section 7: Termination of Membership

1. **Resignation:** Any member in good standing may resign from the Corporation upon written notice to the Secretary, but no member may resign when in debt to the Corporation. Dues obligations and conference registration fees are considered a debt to the Corporation and become incurred by the member upon his/her being in attendance at any session (or part thereof) of an annual conference.
2. **Lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues and/or registration fees remain unpaid 30 days after the annual meeting. However, the Board may grant an additional 30 days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

Article Four – Board of Directors

Section 1: Composition and Responsibilities of Board of Directors

1. The business of this Corporation shall be managed by a Board of Directors, consisting of nine (9) members who shall be elected by the membership of the Corporation.
2. Each Director shall serve a term of three years, beginning with the annual meeting at which he or she was elected.
3. Directors may be reelected to serve subsequent terms.
4. Terms of Board members shall be staggered so that in any year, three members are up for election by the General Membership.
5. The Board of Directors shall have control and management of all affairs and business of the Corporation. Such Directors shall act in the name of the Corporation only when it shall be duly convened by its Chairman after notice to all Directors.
6. Each Director shall have one vote, and such voting may not be done by proxy.
7. The Board of Directors may make such rules and regulations covering its meetings as it may in its sole discretion determine necessary.
8. A quorum for the Board shall be a majority of the nine Board members, or five Directors.
9. Vacancies in the Board of Directors shall be filled by vote of a majority of the remaining members of the Board of Directors for the balance of the vacating Director's 3-year term of office.

Section 2: Election to the Board of Directors

1. At least three prospective Board members will be nominated by the Nominating Committee. Additional nominations will be accepted, by voice nomination (with second, and approval of the nominee) from the floor at the annual membership meeting.
2. Voting for Board Members shall be by secret ballot at the annual meeting.
3. All nominees shall stand as a group at the annual meeting. Each individual member of the Corporation (whose dues and registration fees are paid as of the start of the meeting) shall cast three (3) votes, with no more than one vote for any single nominee.
4. The three nominees receiving the highest number of votes shall be deemed elected to the Board. In the event of a tie for third place, a run-off election by secret ballot shall be held between the tying nominees.
5. Counting of ballots for Directors shall be overseen by three members selected by the President and who are not candidates for election. The process of counting the ballots shall be open to inspection by the membership.

Section 3: Removal of a Director

1. A Director may be removed when sufficient cause exists for such removal.
2. Charges of such cause may be brought before the Board by a petition signed by at least 33% of the members of the Corporation, or by at least three Directors.
3. When served with such cause, the Board of Directors shall convene a hearing on the charges. The Director in question may be represented by counsel at the hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization for this hearing.
4. Removal of the Director shall take place upon vote of 50% or more of the remaining Board members, and the position shall be deemed vacant, to be filled as prescribed in Article Four, Section 1, paragraph 9 of these by-laws.

Section 4: Compensation of Directors

1. No Director shall for reason of the office be entitled to receive any salary or compensation.
2. Nothing in this section shall be construed as preventing a Director from receiving any compensation from the organization for duties not related to the position as a Director.

Section 5: Board Member Emeritus

1. Former Officers of the Corporation shall have the privilege of the title of Board Member Emeritus
2. A Board Member Emeritus is eligible to attend all Board meetings as an honorary, ex-officio, non-voting member of the Board.

Article Five – Officers

Section 1: Officers

1. Officers of the Corporation shall be elected from among the nine members of the Board of Directors.
2. The officers of the Corporation shall consist of:
 - a. President
 - b. Vice-President (and President-Elect)
 - c. Secretary, and
 - d. Treasurer.
3. The holder of the office of Vice-President in any one year shall assume the office of President in the following year, without further election.
4. Any individual may hold only one position as officer.
5. Officers shall serve in their respective capacities with regard to both membership and its meetings, and the Board and its meetings.
6. Vacancies in the office of President shall be filled by the Vice-President assuming the duties of President, but retaining the office of Vice President and President-elect. Vacancies in the offices of Vice-President, Secretary, or Treasurer shall be filled by majority vote of the Board of Directors.

Section 2: Election of Officers

1. The positions of Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors, at a meeting of the Board of Directors held immediately after the annual membership meeting.
2. Officers elected at that Board meeting shall take office immediately upon election, and shall serve a term of one (1) year.
3. A candidate for the office of Vice-President must be in his/her first or second year of a three-year term on the Board of Directors.

Section 3: Duties of Officers

1. The **President** shall:
 - a. Preside at all meetings of the membership and of the Board of Directors.
 - b. Have authority to appoint all committees, both temporary and permanent, subject to approval of the remainder of the Board of Directors.
 - c. Be responsible for seeing that all books, reports, and certificates as required by law are properly kept and filed.
 - d. Be eligible to be one of the officers who may sign checks or drafts of the Corporation.
 - e. Present at the next annual meeting of the Corporation a summary report of the activities of the Corporation during his/her term as President.
 - f. Perform other such duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

2. The **Vice-President** shall:
 - a. Exercise the authority of the President in the President's absence.
 - b. Assume the duties and responsibilities of President in the event the President is unable to exercise his or her office, with all the rights, privileges, responsibility, and authority as if he or she had been duly elected President.
 - c. Be eligible to be one of the officers who may sign checks or drafts of the Corporation.
 - d. Perform such other duties as may be assigned to him/her by the President or Board of Directors.
 - e. Assume the office of President for the following year without additional election.

3. The **Secretary** shall:
 - a. Be responsible for recording the minutes of the membership and Board meetings.
 - b. Maintaining other such records as may be required of him/her by law, or by the President or the Board.
 - c. File any certificate required by statute, federal or state.
 - d. Have charge of the correspondence of the Corporation.
 - e. Ensure members are notified of meetings.
 - f. Ensure a roll is kept of members with their addresses.
 - g. Be eligible to be one of the officers who may sign checks or drafts of the Corporation.
 - h. Present to the Board any communication or correspondence addressed to the Secretary of the Corporation
 - i. Carry out such other duties incident to the office as the President may request, or the Board assign.

4. The **Treasurer** shall:
 - a. Perform or directly oversee the registration process for the annual conference.
 - b. Collect and receive all monies due or belonging to the Corporation.
 - c. Deposit same in a bank designated by the Board in the name of the Corporation
 - d. Be solely responsible for the care and custody of such monies.
 - e. Be one of the officers who may sign checks or drafts of the Corporation.
 - f. Make the books available for inspection at all times by the Board of Directors.
 - g. Render, at regular periods, a report to the Board the condition of the Corporation's finances.
 - h. Render a report at the annual meeting of the summary of the previous year's financial activity.
 - i. Cooperate fully with any auditor designated by the Board of Directors to perform an audit of the books.
 - j. Carry out other duties incident to the office as the President may request, or the Board assign.

Article Six – Other Positions

Section 1: Other Positions

1. In addition to the Officers named in Article Five, members of the Board may also designate individuals to serve in the following capacities:
 - a. **Conference Chair:** The Conference Chair will have responsibility for managing and directing the planning and executing of the annual conference logistics, including but not limited to:
 - i. Making arrangements for the conference facility
 - ii. Making arrangements for any group rates for lodging
 - iii. Arranging for major sponsors of the conference

- iv. Making arrangements for meals, breaks, receptions, etc.
 - v. Serving as primary contact for the logistics part of the conference
 - b. **Research Chair:** The Research Chair will have responsibility for managing and directing the research paper presentation sessions of the conference, including but not limited to:
 - i. Issuing a “call for papers”
 - ii. Setting the deadline for paper submissions
 - iii. Arranging the reviewers, and giving reviewers guidelines
 - iv. Making acceptance decisions based on reviewer comments
 - v. Notifying presenters of paper acceptance
 - vi. Organizing the sessions
 - vii. Working with the Conference Chair to finalize logistics of the paper Sessions.
 - c. **Training Chair:** The Training Chair will have responsibility for managing and directing the training sessions of the conference, including but not limited to:
 - i. Selecting topics for training sessions
 - ii. Arranging for presenters to execute the training sessions.
 - iii. Organizing the training sessions.
 - iv. Publicizing the training sessions
 - v. Working with the Conference Chair to finalize logistics of the training Sessions.
 - d. **Webmaster:** The Webmaster shall have responsibility for maintaining the organization’s website, including but not limited to:
 - i. Working with the Conference Chair, Session Chair, and Training Chair to publicize the changing status of the conference planning process
 - ii. Ensuring that the website reflects accurate and up-to-date information
 - iii. Maintaining URL registrations
 - iv. Monitoring the hosting service, ensuring payment of hosting fees, etc.
 - e. **Historian:** The Historian shall have responsibility for maintaining the archives and historical records of the Corporation, including but not limited to:
 - i. Assuring that copies of minutes, conference programs, proceedings, and other formal publications of the Corporation and its conferences is maintained for reference purposes.
 - ii. Maintaining copies of informal publications of the Corporation which in his/her discretion will be of interest to future members and others.
 - iii. Maintaining the chronicles and details of the Corporation, its conferences, and members, which in his/her discretion will be of interest to future members and others.
 - iv. Working with the Webmaster to make a portion of the archives available on the Association website.
 - v. Other such duties and responsibilities as may be assigned by the Board of Directors.
- 2. The above positions may be held simultaneously with positions as officers of the Corporation. Alternately, they may be held by other members of the Board of Directors, or may be held by members at large of the Corporation.
- 3. To expedite the business of the organization, the Board of Directors may delegate certain authority from the Board to the individuals serving in the above positions. But the individuals serving in those positions remain subject to the authority of the full Board.

Section 2: Compensation of Officers

1. No officer shall for reason of the office be entitled to receive any salary or compensation.
2. Nothing in this section shall be construed as preventing an officer from receiving any compensation from the organization for duties not related to the position as an officer.

Article Seven – Committees

Section 1: Nominating Committee

1. The Nominating Committee shall be composed of the Corporation President, the Vice-President, and the immediate Past-President.
2. The Nominating Committee shall meet prior to the Corporation's annual meeting. The committee shall determine a slate of nominees for the three positions on the Board of Directors coming open that year.
3. A member of the nominating committee may designate a proxy to serve in his/her stead at a meeting of the nominating committee.
4. At the annual meeting, the Committee should submit the slate of at least three names after having obtained the consent of the nominees.

Section 2: Permanent Committees

1. The Board of Directors has authority to designate additional standing or permanent committees which in its discretion are necessary for the best interest of the Corporation.
2. Standing or permanent Committees are responsible to the Board of Directors, and are always subject to the final authority of the Board. Such committees shall not act in the name of the Corporation without explicit approval of each action by the Board.
3. At the time of establishment of the committee, the Board shall designate the charge to the committee, the term for members of the committee, and the number of members (or a range thereof) to serve on the Committee. The President shall then nominate individuals to serve on the Committee. Those nominations shall be subject to ratification by the Board before the Committee shall begin activity.

Section 3: Temporary or Ad Hoc Committees

1. In addition to the permanent or standing committees, the President shall have authority to name additional temporary or ad hoc committees to further the work of the Corporation. The president shall nominate members of these committees, subject to ratification by the Board.

Article Eight – General Provisions

Section 1: Employees, Salaries and Other Compensation

1. The Board of Directors shall have authority to hire and fix the compensation of any and all employees which in the Board's discretion may be determined to be necessary for the conduct of the organization.

Section 2: Amendments To By-Laws

1. Amendments to the By-Laws may be made by a majority vote of the Directors at any meeting at which a quorum is present.
2. Amendments to the By-Laws made by the Board of Directors shall be ratified by vote of a majority of members at the next annual meeting as long as a quorum of members is present.

Section 3: Dissolution

1. The Corporation may be dissolved at any time by recommendation of the Board of Directors, approved in writing by more than two-thirds (2/3rds) of the members in good standing.
2. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

By-Laws History (not part of the By-Laws)

Adopted by the Board of Directors June 27, 2004
Ratified by the membership at the June 28, 2004 Annual Meeting

Amended by the Board of Directors on June 28, 2004
(to be ratified at the 2005 Annual Meeting)