

ARKANSAS ACADEMIC ADVISING NETWORK (ArkAAN) CONSTITUTION

Article 1: Name and Acronym

The **Arkansas Academic Advising Network (ArkAAN), Incorporated** is the official name of the organization.

Article II: Philosophy

ArkAAN, Inc., views sound academic advising as a vital aspect in the education of students. Academic advising is an interactive process in which advisors assist students in setting and achieving academic, social, and personal goals consistent with the students' interests, values, abilities, and career expectations. Advisors create a supportive environment in which they empower students to take responsibility for making appropriate academic and career decisions. Through the relationship established between the advisor and students and the discussions they have about available resources, students will have the opportunity to learn about education and career options, academic policies and procedures, and degree requirements.

Article III: Purpose

The purpose of ArkAAN, Inc., is to raise the level of recognition of academic advising as a profession and to promote the professional development of academic advisors in higher education in Arkansas. To accomplish this, ArkAAN Inc., will offer networking opportunities, encourage members to participate in professional development activities and will promote the development and implementation of professional standards of academic advising.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: Power of the Corporation

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in previous articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V: Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Article VI: Goals

The goals for ArkAAN, Inc., are as follows:

1. Promote professional standards for academic advising.
2. Establish a communication network among institutions of higher education.
3. Establish relationships with other professional organizations and groups in Arkansas.
4. Promote an awards/recognition system for academic advising.
5. Organize and offer an annual conference/professional development event to members and others involved in academic advisement throughout the state.
6. Act as a resource for advising professionals in Arkansas.

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7. Support the goals and programs of the National Academic Advising Association (NACADA).

Article VII: Membership

Section 1: Equal Opportunity

- A. Membership in ArkAAN, Inc., and opportunities for leadership shall be open to all eligible individuals and there shall be no discrimination for reasons of religion, age, ethnicity, race or color, gender, sexual orientation, national origin, veteran status or disability.

Section 2: Types of Membership

A. Regular:

1. Eligibility. Regular memberships shall be open to academic advisors, counselors, faculty members, administrators, and others whose interests are in the areas of academic advising.
2. Procedure. An eligible individual shall become a regular member in good standing upon payment of annual ArkAAN, Inc., dues.
3. Rights. All members in good standing shall be eligible to attend meetings, vote, hold office, and are entitled to all the services and benefits provided by ArkAAN, Inc.

B. Student:

1. Eligibility. Student memberships shall be open to all students currently enrolled at, but not a full-time employee of, regionally accredited institutions of higher education in Arkansas.
2. Procedure. An eligible individual shall become a student member in good standing upon payment of annual ArkAAN, Inc., student dues.
3. Rights. All student members in good standing shall be eligible to attend meetings, vote, and are entitled to all the services and benefits provided by ArkAAN, Inc.

C. Other:

1. The ArkAAN, Inc., Executive Committee may establish eligibility criteria, application procedures, rights of membership, and dues for other categories of membership which might be identified, except that no such category shall be entitled to vote or hold office without approval of voting membership.

Section 3: Dues

- A. Dues shall be established by the ArkAAN, Inc., Executive Committee. Student dues shall be one-half of the regular membership dues.
- B. Annual membership dues are payable upon joining ArkAAN Inc. Membership is valid for July 1-June 30 each year. Half term membership dues are from January 1-June 30 each year.
- C. The ArkAAN, Inc., Executive Committee may choose to combine membership dues with conference registration fees when appropriate provided a stand-alone rate still exists for individuals not attending a conference.
- D. The ArkAAN Inc., Executive Committee has the authority to offer discounted memberships for purposes that serve the goals of ArkAAN Inc.

Article VIII: Rules

Section 1: Robert's Rules of Order shall govern the proceedings of all meetings.

Article IX: Executive Committee

Section 1: Composition

- A. The Executive Committee shall consist of the officers and representatives outlined in Article X.

Section 2: Function

- A. Manage the affairs of this network between its meetings.
- B. Represent the network.
- C. Make recommendations to the membership.
- D. Perform duties stated in this constitution.
- E. Act as directed by the voting members.

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Section 3: Powers and Responsibilities

- A. Oversees the functions of all elected officers and appointed committees.
- B. Prepares and submits an annual budget to the membership for approval at the annual business meeting.
- C. Approves all contracts and agreements, and authorizes expenditures.
- D. Produces and presents an annual report and budget at each annual business meeting for approval.

Article X: Officers

Section 1: Titles, Tenures, and Eligibility

- A. Nine Officers and Three Representatives: President, President-Elect, Past-President, Vice-President for Membership, Vice-President for Communication, Vice-President for Diversity, Secretary, Treasurer, Public Community College Representative, Public University Representative, Private Institution Representative, and NACADA Liaison Officer (Ex-Officio member).
- B. Tenure
 1. One-year terms: President, President-Elect, and Past-President.
 2. Two-year terms: all other officers and representatives.
 3. Odd-numbered year elections: Vice-President for Membership, Secretary, Public Community College Representative, and Public University Representative.
 4. Even-numbered year elections: Vice-President for Technology and Communication, Vice-President for Diversity, Equity, and Inclusion, Treasurer, and Private Institution Representative.
 5. NACADA Liaison: Elected to serve a two-year term through NACADA Region 7.
- C. Eligibility
 1. All officers must be members in good standing of ArkAAN, Inc.
 2. All officers must be regular members of ArkAAN, Inc., serving in an academic advising or other closely related student affairs role whose interests are in the areas of academic advising and be employed full-time at an institution of higher education in Arkansas.
 3. No single campus shall hold a majority of available officer positions at any time. This refers to the total number of board positions and is not affected by vacant positions.
 4. Nominees for President-Elect must have served at least one term on the ArkAAN Inc., Executive Committee prior to nomination.
 5. If the number of legitimately elected officers from a single campus exceeds the limit set forth in this section of the ArkAAN, Inc., Constitution, then the newly elected board members who are not from that campus will determine which of those elected from that campus will be permitted to serve. The Past-President shall determine the method of decision-making (composite ranking, simple majority vote, etc.). Any position vacated as a result of this process will go to the eligible nominee that received the highest number of votes. In the event that there are no additional nominees, the position will be reopened to the membership for additional nominations and a second vote. If no additional candidates are nominated, the Executive Committee will continue under the guidelines set forth in Section 5 of this article.

Section 2: Selection of Officers

- A. The President-Elect will become President automatically for the succeeding year.
- B. The Secretary will solicit and close nominations no later than two months in advance of the annual election.
- C. Elections shall be held in May so new Officers can begin their responsibilities starting July 1.
- D. Election shall be by a simple majority of participating members.
- E. Voting method shall be agreed upon by the ArkAAN, Inc., Executive Committee, with the active Past-President serving as coordinator of the election process.

Section 3: Duties and Responsibilities (Nine Officers and Three Representatives)

- 1) President
 1. Shall preside at all meetings of ArkAAN, Inc., and of the Executive Committee.

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2. Shall be responsible for overseeing all of the association's activities.
3. Shall call special meetings of the Executive Committee and serve as an ex-officio member of all standing and ad-hoc committees. The President shall appoint ad-hoc committees.
4. Shall give notice of special and regular meetings to all members.

2) President-Elect

1. Shall serve as the chief assistant to the President.
2. Shall perform the duties and responsibilities of the President in the President's absence and when so acting, shall exercise the powers of the President.
3. Work with a committee on Professional Development ideas. Shall promote NACADA Pillars and Competencies for academic advising by developing special retreats and/or seminars to promote professional development of the membership and by encouraging members to publish in professional journals, and present at state, regional and national conferences.
4. Shall serve as the Institutional Representative in accordance with the Articles of Incorporation and Federal IRS regulations:
 - a. Every third election year, the incoming president-elect shall serve as the Institutional Representative for ArkAAN, Inc.
 - b. The responsibility as Institutional Representative will remain throughout this elected official's tenure as a) president-elect, b) president, and c) past-president.
 - c. The Institutional Representative will conduct periodic reviews of compensation arrangements to ensure the continuation of ArkAAN, Inc.'s tax-exemption status as defined in Article VII of the Conflict of Interest Policy.
 - d. In the event the elected official vacates the office prior to the three-year tenure, the next incoming president-elect will be required to fill this role.

3) Past-President

1. Shall serve on the Executive Committee in an advisory capacity.
2. Shall coordinate the election of ArkAAN, Inc., Executive Committee members.
3. Shall coordinate constitutional changes/disputes when necessary.

4) Vice-President for Membership

1. Shall develop methods to encourage members to renew membership and to recruit new members.
2. Shall maintain and make available current membership rosters by working closely with the Treasurer.
3. Shall coordinate with the Vice-President of Diversity, VP of Communication, and all institutional Representatives to encourage, maintain, and recruit a diverse ArkAAN, Inc. Membership.
4. Shall oversee a Membership Committee consisting of the VP of Diversity, VP of Communication, and Institutional Representatives to maintain membership, recruit new members, and establish membership drives each year.

5) Vice-President for Communication

1. Shall solicit contributions for association publications.
2. Shall be responsible for maintaining an online presence for ArkAAN Inc. and ensuring updates are made regularly to the ArkAAN website.
3. Shall prepare and distribute an annual report of ArkAAN, Inc., activities.
4. Shall maintain a mailing list by working closely with the Secretary, Membership, and Treasurer.
5. Shall assist other officers in publicizing events sponsored by or of interest to the ArkAAN, Inc., to the ArkAAN membership.

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- 6) Vice-President for Diversity
 1. Shall promote standards for academic advising regarding multicultural needs and concerns of a diverse student population.
 2. Shall assist in the development of events and materials related to diversity.
 3. Shall coordinate with the Vice-President for Membership to encourage, maintain, and recruit a diverse ArkAAN, Inc. membership.
 4. Shall serve as Chair and oversee a Diversity Committee, which should include at least two board members and three non-board members.

- 7) Secretary
 1. Shall keep records of all meetings of ArkAAN, Inc., and of the Executive Committee.
 2. Shall oversee collection, maintenance, and safekeeping of the archival records of ArkAAN, Inc., including the Treasurer's reports. Shall assist with maintaining an accurate mailing list of members and the annual report.
 3. Shall maintain a current copy of the ArkAAN, Inc. constitution.
 4. Shall file all appropriate ArkAAN Annual Reports each year.

- 8) Treasurer
 - (1) Shall have custody of all ArkAAN, Inc. funds and shall maintain such deposits in a federally insured depository institution approved by the Executive Committee.
 - (2) Shall maintain accurate records of all receipts and disbursements and shall provide year-to-date and annual reports at the Executive Committee for audit prior to the annual meeting(s).
 - (3) The fiscal year will be from October 1 through September 30 to mirror the state fiscal year.
 - (4) All checks must be signed by the Treasurer and one other member of the Executive Committee, the President-Elect or other appropriate designee. If the President-Elect cannot be physically present, approval via electronic means may be provided by the President-Elect.

- 9) Representatives
 - 1) Shall represent the interests and challenges of the corresponding institution type.
 - 2) Shall coordinate with the Vice-President for Membership to encourage, maintain, and recruit members.
 - 3) The Executive Committee shall include three permanent Representative positions, each representing a different institutional type:
 - a) Public Community Colleges
 - b) Public Universities
 - c) Private Institutions

 - 4) NACADA Liaison (This position will be a non-voting ex-officio member)
 - (1) Shall be elected to serve a two-year term through NACADA Region 7.
 - (2) Shall serve as liaison between ArkAAN Executive Committee and NACADA.
 - (3) Shall be granted annual membership within ArkAAN during their tenure of position.
 - (4) Shall be granted registration for the state Annual Conference.
 - (5) Shall serve on the NACADA Region Steering Committee.

Section 4: Removal of an Officer

Officers may be removed for cause by a two-thirds vote of the Executive Committee or by a simple majority of the network members present at the business meeting at the annual conference. Officers removed by the Executive Board may, upon protest, have their removal confirmed or disaffirmed by a majority vote of the Association members present at the business meeting of the annual conference.

Section 5: Vacancies and Interim Officers

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- A. In case of vacancy, resignation, or removal of the President, the President-Elect shall become President for the remainder of the term.
- B. If a Past-President is unable to serve on the ArkAAN, Inc., Executive Committee, any past member of the Committee may be invited by the President to serve in that capacity for the year.
- C. In case of vacancy, resignation, or removal of any other officer, the Executive Board shall solicit candidacy applications from the eligible members. After considering the applications, the Executive Board shall appoint a new officer to fill the remainder of the term.

Article XI: Standing Committees

The ArkAAN, Inc., Executive Committee is encouraged to create and maintain committees to accomplish various tasks and activities within the scope and mission of the organization. These committees are to be comprised of volunteers among current ArkAAN members. The objectives of current committees are agreed upon by the ArkAAN Executive Committee and publicized among ArkAAN members to the greatest extent possible to promote involvement.

Section I: Standing Committees

- A. Annual Conference—shall be chaired by the President-Elect; make all arrangements for the annual conference in conjunction with the Program Committee.
- B. Summer Institute- shall be chaired by the President-Elect, and make all arrangements for the Summer Institute in conjunction with the Program Committee.
- C. Professional Development - shall be chaired by the VP- Diversity and Past-President; assess current needs of membership to develop, promote, and host at least one PD/DEI session a semester.
- D. Election - shall be chaired by the Past-President.
- E. Awards - will promote recognition through monetary awards for outstanding advisors and awards through grants, scholarship, and research. The committee will determine the criterion/rubric for recipients, review nominations, and present awards.
 - a. Monetary Award Amounts:
 - i. Annual Outstanding Academic Advisor (Professional, Faculty, or Administrator)-
 - ii. Professional Development Grants-
 - iii. Scholarship Research Award-
 - iv. ArkAAN Emerging Leaders Graduate Scholarship-
 - b. Requirements not in detail but noted here
 - c. A rubric is decided by a Committee and approved by the Board.

Section II: Ad-Hoc Committees

- A. Ad Hoc Committees may be appointed by the ArkAAN Executive Committee as needed.

Article XII: Changes to the Constitution

Amendments to the ArkAAN, Inc., Constitution are adopted by ratification of two-thirds of members voting for the proposed amendment. Proposed amendments may come to the ArkAAN, Inc., membership for a vote either at the business meeting of the annual conference or through electronic ballot sent to the membership. Any proposed changes to be voted on at the annual conference will come to the membership no later than one month in advance of the meeting. Any proposed changes coming electronically to the membership will have a voting deadline of at least three weeks from the date of electronic distribution.

CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

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A. Interested Person

Any director, principal officer, or member of a committee 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:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction

D. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action or arrangement in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

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Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.