

ACE COUNCIL OF FELLOWS BYLAWS

Approved by the American Council on Education Council of Fellows Alumni body via in-person vote on June 1, 2024.

I. NAME

The organization shall be known as the American Council on Education (ACE) Council of Fellows (COF).

II. MISSION

Council of Fellows Mission Statement

The ACE Council of Fellows serves as the alumni organization for the ACE Fellows Program, a national leadership development program for higher education. Its mission is to provide opportunities for continued professional development and networking opportunities for former ACE Fellows and to promote, contribute to, and provide partial financial support for the ACE Fellows Program.

- A. Serve as the organized and official governing body for alumni of the ACE Fellows Program.
- B. Support COF professional development programs and other activities recommended by the Board.
- C. Promote and contribute to the further development of the ACE Fellows Program.
- D. Serve as a resource as well as an advisor for the Program Director.
- E. Assist and support the planning efforts for the ACE Council of Fellows Networking Event and other related events.
- F. Aid in the recruitment of candidates for the Fellows Program.

Promote the financial well-being of the ACE Fellows Program by soliciting and contributing support for the Council of Fellows Annual Fund and all other COF-associated funds.

III. ORGANIZATIONAL STRUCTURE

A. MEMBERSHIP

Membership in the ACE Council of Fellows shall consist of all alumni of the ACE Fellows Program and the current class of ACE Fellows.

B. MEETINGS

The ACE Council of Fellows shall meet at least once a year at an Annual Business Meeting.

C. BOARD

- i. Management for the COF shall be vested in a Board. No fewer than five and no more than twelve members, drawn from the full membership, shall be elected to the Board each year. Consideration shall be given to class year, race, ethnicity, gender, institutional type, and geographical location.
- ii. The Program Director shall serve as an ex-officio member, without vote, of the Board and represents the COF in the administrative councils of ACE and to the President and Vice Presidents of ACE. The Program Director shall prepare an annual report, including information on the budget and expenditures arising out of the funds raised by the COF, and present it to the COF at its Annual Business Meeting. This report shall be presented to the Executive Committee at its meeting prior to the Annual Business Meeting.
- iii. The Board is elected from the pool of COF members who are active in higher education. COF committee service shall be considered in nominations to the Board and to officer positions.
- iv. Members of the Board who miss more than two consecutive meetings may be replaced at the next election as appropriate. COF committee and task force members who are inactive may be replaced at the discretion of the particular COF committee chair, in consultation with the Chair of the Council of Fellows.
- v. If not elected members of the Board, all COF committee chairs shall serve as ex-officio members.
- vi. All Board members shall serve on one of the COF standing committees.

D. BOARD CHARGE

- i. Priorities include:
 - a. Provide a representative voice for the Council of Fellows on strategic priority issues. The board shall reflect the diversity of higher education.
 - b. Review and establish priorities of COF annually as they are communicated by the committee chairs to the Board.
 - c. Review annually the preceding year's income and expenditures for COF.
- ii. Provide direct accountability to the COF and thereby to the ACE President and Vice Presidents through the Program Director.
- iii. Convene meetings at least twice a year: (1) at the COF Networking Event, and (2) one time virtually at the discretion of the chair of the ACE COF.

E. EXECUTIVE COMMITTEE

- i. The Executive Committee is selected from among the members of the Board and shall consist of the officers of the Council and the chairs of the committees.
- ii. The role of the Executive Committee is to serve as a steering committee for the Board and to provide operational oversight of the activities of the Council of Fellows including review of the COF financial reports.
- iii. The Executive Committee shall meet at least twice a year and as needed. Meetings may occur in person or be conducted virtually.
- iv. The chair of the Board shall convene the Executive Committee meetings.

F. OFFICERS for the Council of Fellows shall be as follows: Chair, Vice Chair/Chair-elect, Secretary, and Immediate Past Chair. A Vice Chair/Chair-elect, and a Secretary shall be elected along with each new class of Board members at the Fellows Annual Business Meeting from a slate prepared by the Nominating Committee, for terms of office that become effective at the conclusion of the Council of Fellows Networking Event.

G. TERMS OF OFFICE shall be as follows: Board members are elected in staggered three-year terms. Members may be re-elected for one term. They subsequently may be re-elected when they have been off the committee a minimum of three years. COF members elected to fill partial terms may be re-elected to two full terms. Terms may also be extended to accommodate election to a position as an officer. Officers serve for one year.

H. RESPONSIBILITY OF OFFICERS: Voting privileges shall extend to all elected members of the Board. The Board may delegate authority to the four officers to act on its behalf between regular meetings.

- i. CHAIR. Call, set agendas, and preside over all meetings of the COF and its Board; convene, set agendas, and preside over Executive Committee meetings; in collaboration with the Program Director, serve as an advocate for the Fellows Program to the ACE president. The Chair shall be an ex-officio member of all committees and task forces.
- ii. VICE CHAIR/CHAIR-ELECT. Serve in the absence of the Chair and perform other duties as delegated by the Chair. As an Officer, the Vice Chair/Chair-Elect is invited to participate in all committees and task forces.
- iii. SECRETARY. Record minutes of all meetings of the Council of Fellows, the Board, and the Executive Committee; and record all recommendations approved by the Board; collaborate, as needed, with the Chairs of the Executive Committee and the Outreach and Engagement Committee to document and advance for approval any revisions to the Council of Fellows Bylaws. As an Officer, the Secretary is invited to participate in all committees and task forces.
- iv. IMMEDIATE PAST CHAIR. Serve as chair of the Nominating Committee and name three members of the Nominating Committee to prepare a slate for election of new members of the Board; perform other duties as requested by the Chair of the COF. As an Officer, the Immediate Past Chair is invited to participate in all committees and task forces.

I. **CURRENT CLASS LIAISONS.** No more than two current class ACE Fellows will be designated to serve as liaisons to the COF Board during the course of their Fellowship year. The class liaisons will be elected from among their peers immediately following the Opening Retreat of the ACE Fellows Program and will participate in the regular COF Board calls and in-person meeting during the Council of Fellows Networking Event and participate in board activities during their Fellowship year. ACE will facilitate the elections. These liaisons are non-voting ex-officio members of the board.

J. **COMMITTEES**

Besides the committee chair, a vice chair/chair-elect and immediate past chair will direct the activities of the Finance and Development, Outreach and Engagement, and Professional Development committees. The chair and vice chair/chair-elect of these COF standing committees, who are identified during committee meetings at the Council of Fellows Networking Event, are members of the Executive Committee of the Council of Fellows. Any member of the COF can serve on committees. Committee members are actively recruited from the entire COF membership. Task forces and ad hoc committees may be established by the Chair of the COF in consultation with the Board. The establishment of standing committees requires a majority vote of COF members in attendance at the Annual Business Meeting at which the committee proposal is presented. Members of standing committees are encouraged to contribute to the committee for several years to provide continuity and are encouraged to consider stepping into a committee leadership position.

All formal correspondence from committees to the entire membership or a significant portion of the membership shall be approved in advance by the COF Chair and the Program Director. If funds are required for committee activities, approval in advance is required from the COF Chair and the Program Director.

Meetings of the standing committees shall be regularly scheduled in conjunction with the Council of Fellows Networking Event. Additional meetings may be called as necessary. All members of the committees are expected to attend these meetings.

Committees establish the priorities on an annual basis and communicate those priorities to the Board through the chair of the committee.

- i. **FINANCE AND DEVELOPMENT COMMITTEE.** This committee will be responsible for oversight of the Council of Fellows Annual Fund and all other COF-associated funds; other fundraising projects upon assignment by the Board; review of fundraising needs of the COF, and recommendations to the Board. Together with the Program Director, the committee will review quarterly investment and financial reports and may establish fundraising and other fiscal priorities and communicate these priorities to the Executive Committee through the Committee Chair. The Committee shall consist of a Chair, Vice Chair/Chair-elect, Immediate Past Chair, and Secretary, in addition to its members. The COF Chair and Program Director shall serve as ex-officio members; the COF Immediate Past Chair and COF Vice Chair/Chair-elect shall be invited to participate in committee meetings.

- ii. **NOMINATING COMMITTEE.** Seek suitable nominees; advise nominees of their responsibilities upon election; prepare slate of nominees for approval by the Board; and present slate of nominees to the COF at the Annual Business Meeting. The committee shall be chaired by the Immediate Past Chair of the Executive Committee. Three additional members, two of whom are continuing members of the Executive Board, are appointed by the Immediate Past Chair of the Executive Committee. The COF Chair, COF Vice Chair/Chair-elect and Program Director serve as ex-officio members.
- iii. **OUTREACH AND ENGAGEMENT COMMITTEE.** The committee shall serve as a bridge between prospective, current, and former Fellows. It shall establish the priorities on an annual basis and communicate those priorities to the Executive Committee through the chair of the committee. This committee shall review all assessments of the program; recommend marketing and recruitment strategies for the program; coordinate communication and outreach for the Fellows Program and recommend activities to enhance alumni involvement; and review the Bylaws of the Council of Fellows periodically and recommend changes to the Executive Committee. The committee shall consist of a Chair, Vice Chair/Chair-elect, and Immediate Past Chair, in addition to its members. The COF Chair and the Program Director shall serve as ex-officio members; the COF Immediate Past Chair and COF Vice Chair/Chair-elect shall be invited to participate in committee meetings.
- iv. **PROFESSIONAL DEVELOPMENT COMMITTEE.** Plan, coordinate, evaluate, and promote continuing professional development activities of the COF (e.g., the Council of Fellows Networking Event). Establish the priorities on an annual basis and communicate those priorities to the Executive Committee through the chair of the committee or his/her designee. The Committee shall consist of a Chair, Vice Chair/Chair-elect, and Immediate Past Chair, in addition to its members. The COF Chair and Program Director shall serve as ex officio members; the COF Immediate Past Chair and COF Vice Chair/Chair-elect shall be invited to participate in committee meetings.

K. VOTING

Unless otherwise noted, ex-officio members have the right to vote.

IV. STAFF SUPPORT

LIMITED STAFF SUPPORT SHALL BE PROVIDED TO THE COF, the Board, the Executive Committee, and other committees by the ACE Fellows Program. It is expected, however, that Council members who accept leadership positions shall provide some support from their own institutions.

V. AMENDMENTS

Amendments and/or changes to the Bylaws shall require advance notice to the Council and shall require a majority vote of those attending the COF Annual Business Meeting.