



RESOLUTION #102422J-AISES
AISES Board of Directors Resolution
for AISES Member Approval via Electronic Vote
beginning October 8 and ending October 24, 2022

- WHEREAS, The AISES Bylaws have been in review for several years by the Governance Committee to correct and update sections that reflect the current operations and governance processes of AISES.
- WHEREAS, AISES has undergone a “Desk Review” by the National Science Foundation (NSF) its largest federal government funder to date. As a result of this review, AISES was asked to delegate the acceptance of awards and award amendments more explicitly from the Board of Directors to the CEO and Chief Deputy Director (CDD) in its Bylaws.
- WHEREAS, The Governance Committee is proposing modifications to the AISES Bylaws which would clarify Article III, Board of Directors, Section 3 Duties and Powers, Item L. Duties of the Board and Staff, Number 5. Staff.
- WHEREAS, The AISES Board of Directors met on August 12, 2022, and upon recommendation from the AISES Governance Committee, voted to update the AISES Bylaws Section III as noted, and agreed to put forth this Resolution to the AISES Membership at its meeting of October 8, 2022. Electronic voting will be open after the meeting on October 8 and end on October 24, 2022.

THEREFORE, BE IT RESOLVED THAT the following changes will be made the AISES Bylaws, Article III, Section 1: (**Red indicate additions or replacement**, Underlined words will be removed):

Article III – Board of Directors, Section 3 Duties and Powers, Item L. Duties of the Board and Staff, Number 5. Staff, currently reads:

5. Staff - To fulfill the stated purposes and objectives of AISES and to be responsible for the day-to-day operations of AISES, a CEO shall be employed.

- Reporting structure - The CEO reports directly to the Board of Directors. The Board of Directors shall have the power to hire and discharge the CEO. The CEO is granted the power by the Board of Directors to hire, supervise and discharge the supportive staff in accordance with the AISES Employee Handbook. The AISES Employee Handbook governs AISES personnel matters. Approval of the AISES Employee Handbook and subsequent Amendments require a majority vote of the AISES Board of Directors.
- Qualifications of the CEO - shall be determined and reviewed by the Board of Directors. Selection criteria will include demonstrated fundraising abilities in addition to other appropriate administrative qualifications.

Duties of CEO include:

- A. Developing resources sufficient to ensure:

- the financial health of the organization.
- the mission of AISES is fulfilled.

B. Ensuring the operations of the organization are appropriate to meet the mission of AISES.

C. Responsibility for managing the organization including, but not limited to the following functions:

- Administration
- Operations
- Programs
- Strategic planning
- Fundraising
- Marketing
- Events
- Finance
- Public relations.

The following language will be added or modified:

5. Staff - To fulfill the stated purposes and objectives of AISES and to be responsible for the day-to-day operations of AISES, a CEO shall be employed.

- Reporting structure - The CEO reports directly to the Board of Directors. The Board of Directors shall have the power to hire and discharge the CEO. The CEO is granted the power by the Board of Directors to hire, supervise and discharge the supportive staff in accordance with the AISES Employee Handbook. The AISES Employee Handbook governs AISES personnel matters. Approval of the AISES Employee Handbook and subsequent Amendments require a majority vote of the AISES Board of Directors.
- The CEO's duties - see Section 3., Item L. Number 5. "Responsibilities for managing the organization" - are in part to ensure the financial health of AISES by directing and participating in fundraising, and to ensure effective administration and operations of the organization. For these duties to be carried out efficiently, the Board of Directors delegates to the CEO the authority to accept and amend grants, awards, contracts, and/or agreements granted to AISES from any source. As outlined in the AISES Manual of Accounting Policies Section 1300 MANAGEMENT OF GRANTS AND CONTRACTS, the CEO has delegated the authority to sign approved grants, awards, contracts, and/or agreements to the Chief Deputy Director (CDD).
- Qualifications of the CEO - shall be determined and reviewed by the Board of Directors. Selection criteria will include demonstrated fundraising abilities in addition to other appropriate administrative qualifications.

Duties of CEO include:

D. Developing resources sufficient to ensure:

- the financial health of the organization.
- the mission of AISES is fulfilled.

E. Ensuring the operations of the organization are appropriate to meet the mission of AISES.

F. Responsibility for managing the organization including, but not limited to the following functions:

- Administration
- Operations
- Programs

- Strategic planning
- Fundraising
- Marketing
- Events
- Finance
- Public relations.

CERTIFICATION

I, the undersigned as Chair of the Board of AISES, do hereby certify that the forgoing Resolution #102422J-AISES was passed on by way of electronic vote of the Membership on 24th Day of October 2022.

Michael Laverdure
Chair of the Board
AISES