American Association of Geographers (AAG)

Policies

September 2023*

*Note that subsequent Council meetings may have amended this document

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A. Roles and Responsibilities of the AAG Council

I. Purpose:

To ensure that the AAG Council has a shared understanding of its governance role, the Council has accepted the policy and statement of its roles and responsibilities.

II. Policy:

The Council shall ensure that its activities are carried out with regard to the structure and roles defined by the American Association of Geographers' (referred to in this document as "AAG" or "Association") Bylaws and its Statements of Roles and Responsibilities. Council members shall execute a Declaration and Consent to accept these roles and responsibilities immediately on becoming a Council member and annually thereafter.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

A. **Statement of Roles and Responsibilities** –
Responsibility of the Council:

- The Council is responsible for the overall governance of the affairs of the Association.
- Each Council member is responsible to act honestly, in good faith and in the best interests of the Association and in so doing, to support the Association in fulfilling its mission and discharging its accountabilities.

B. **Fiduciary Responsibility** –

The Council's fiduciary responsibility includes:

- Duty of Loyalty – obligation to act with honesty with what the Council member reasonably believes to be in the best interest of the Association, including maintaining confidentiality, ethical behavior and avoiding conflict.
- Duty of Care- obligation to use appropriate degree of skill and full attention in carrying out all aspects of the business of the Association.

- Duty of Obedience- obligation to promote the mission, vision, and values of the Association.

C. **Strategic Planning and Mission, Vision, and Values –**

- The Council articulates the vision, mission, values, principles, strategic priorities and overall direction of the Association.
- The Council ensures that the Association develops and adopts a strategic plan that is consistent with its mission and values, and which will enable the Association to realize its vision. The Council participates in the development of, and ultimately approves, the strategic plan.
- The Council oversees operations for consistency with the strategic plan and strategic directions.
- The Council receives regular briefings and progress reports on implementation of strategic directions and initiatives.
- The Council ensures that its decisions are consistent with the strategic plan and the mission, vision, and values of the Association.
- The Council periodically conducts a review of the strategic plan as part of a regular planning cycle.
- The Council periodically reassess its mission, vision, values and operating policies to ensure relevance in light of changing environments.

D. **Quality and Performance Measurement and Monitoring –**

The Council is responsible for establishing a process and a schedule for monitoring and assessing performance including:

- Fulfillment of the strategic directions in a manner consistent with the mission, vision and values of the Association.
- Oversight of Executive Director (ED) performance.
- Quality of operations and services.
- Financial conditions.
- External relations.
- Council's own effectiveness.
- The Council ensures that management has identified appropriate measures of performance.
- The Council monitors organizational and Council performance against Council approved performance standards and indicators.
- The Council ensures that management has plans in place to address variances in performance, and the Council oversees implementation of remediation plans.

E. **Financial Oversight –**

- The Council is responsible for stewardship of financial resources including ensuring availability of and overseeing allocation of financial resources.
- The Council approves policies for financial planning, approves the annual operating and capital budget.
- The Council monitors financial performance against budget.
- The Council approves investment policies and monitors compliance.
- The Council ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- The Council ensures management has put measures in place to ensure the integrity of internal controls.
- The Council shall maintain a policy of fiscal responsibility including increasing income or reducing existing budgeted expenditures before adding or increasing expenditures. This policy is to be enforced by the Treasurer and Executive Director.

F. **Oversight of Management including Selection, Supervision, and Succession Planning for the Executive Director (ED) –**

To ensure the effective and efficient operation of the Association, the Council outlines the responsibilities, authority, and accountability of the ED or ED-designate in the absence of the ED. The Council implements appropriate recruitment, selection, and performance evaluation processes for this position, and follows an established succession plan in preparation for ED turnover.
The evaluation process and timing for the ED will be clearly laid out in the employment contract.

G. **Governance –**

- The Council is responsible for the quality of its own governance.
- The Council establishes governance structures to facilitate the performance of the Council's role and to enhance individual member performance.
- The Council will ensure that processes are in place where it is able to listen to its stakeholders, their viewpoints and concerns through outreach mechanisms and communication strategies.
- The Council ensures ongoing Council training and education.
- The Council assesses and reviews its governance through periodic evaluation of the Council structure. This includes election processes, Council composition and size, number of committees and their charges, processes for appointment of committees, processes for appointment of Executive Committee and other governance processes and structures.

H. **Legal Compliance –**

- The Council ensures that appropriate processes are in place to ensure compliance with legal requirements.

I. **Amendment –**

This statement may be amended by the Council.

B. Roles and Responsibilities of the Executive Committee

I. Purpose:

This policy defines the roles and responsibilities of the Executive Committee of the Association.

II. Policy:

The Council will ensure that the newly elected or appointed Executive Committee members are aware of their roles. It is the responsibility of the Executive Committee of the Association to ensure the integrity of all Council processes are upheld.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

The Executive Committee of the Association shall be composed of at a maximum, the President, Vice President, Past President, Secretary and Treasurer. Additionally, the Executive Director is an ex officio, nonvoting member.

The President, Vice President, Past President, Treasurer and Secretary are not considered executives of the AAG in the sense that they are not responsible for the operational management of any aspect of the AAG's business.

A. Statement of Roles and Responsibilities:

Notwithstanding the generality of the foregoing, the roles of the AAG Executive Committee members are as follows:
(Full position descriptions can be found in the Council Handbook.)

B. Role of the President:

The AAG President leads the Council and works collaboratively with Councilors and the Executive Director (ED) to advance the mission and vision of the AAG.

The President will:

- Represent the collective voices of Councilors and act as spokesperson for the Council.
- Speak to members, the Council and volunteer leaders on issues related to Council decisions, Council accountability, and the governance of the organization.
- Ensure that the Council and staff remain transparent in their processes and actions and are accountable to the organization.
- Act as an AAG ambassador by supporting AAG communications and advocacy efforts when required.

C. Role of the Vice President:

The Vice President of the Council serves on the Council and acts as Chair of the Council either in the absence of the President, or as requested by the President. The Vice President carries out certain additional leadership duties, within reason, relating to the functioning, responsibilities, and effectiveness of the AAG Council, as requested by the President.

D. Role of the Past President:

The Past President serves on the Council and carries out additional duties, within reason, relating to the functioning, responsibilities, and effectiveness of the AAG Council, as requested by the President.

E. Role of the Secretary:

The Secretary serves on the Council and carries out certain additional duties, within reason, relating to the functioning, responsibilities, and effectiveness of the AAG Council, as requested by the President. The Secretary is responsible for recording and disseminating meeting minutes, with support of AAG staff. As a member of Council and the AAG Executive Committee, the Secretary works closely with the President and Executive Director.

F. Role of the Treasurer:

The Treasurer of the Council will offer guidance to the Council President, Executive Director, and Director of Finance (or equivalent) in ensuring good fiscal planning, decision-making and oversight at a governance level. The necessary skills and experiences for the Treasurer include the ability to responsibly manage budgets and steward assets.

The Treasurer shall chair the AAG Finance Committee, which shall consist of no less than four members of the Association, including the AAG Treasurer, with the immediate Past Treasurer and AAG Executive Director as *ex officio* members.

C. Council Nomination and Election Procedures

I. <u>Purpose:</u>

This policy defines the procedure for recruiting and electing members to the Council to promote effective governance through the right mixture of skills, experience, personal qualities and diversity among the members of the Council.

II. <u>Policy:</u>

Through the nomination and election process, the AAG members will elect members to serve on the AAG Council.

III. <u>Scope:</u>

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. <u>Procedure:</u>

The AAG Council approves a slate of candidates for the ballot (generated by the AAG Nominating Committee) that is issued to all AAG members prior to the Annual Meeting. Three members of the Nominating Committee are elected from the slate of candidates on that ballot. Nominating Committee members will be asked by the AAG Staff to elect a Chair for their Committee soon after the term begins.

The Nominating Committee shall make two or more nominations for Vice President, at least one nomination for President (including asking the sitting Vice President whether s/he is willing to run unopposed for President), at least two nominations for each National Councilor vacancy, at least two candidates for the Student Councilor, and at least two nominations for the International Councilor. Due to rotating terms of service on the Council, the Committee Chair should confer with the AAG Office on the exact number of upcoming vacancies on Council, before launching the official Call for Nominations and the Committee's search for candidates. The Nominating Committee shall submit its slate of candidates to the AAG Office 3-4 weeks ahead of the Fall Council meeting. The specific timeline should be coordinated between the Nominating Committee Chair and the AAG Office.

Additional details on the timeline and specific activities of the Nominating Committee are maintained by the AAG Office and can be updated under guidance from the AAG Council.

In the event of a vacancy occurring in between meetings of the Council, the Council may appoint new members. The number appointed may not exceed 1/3 of the total Council membership (4). Any members so appointed may only hold office until the next AAG election.

The Council President or a member of the Nominating Committee may offer outgoing Council members the opportunity to participate in an exit interview to gain insight about Council performance.

D. Council Orientation and Training

I. <u>Purpose:</u>

To provide Council members with information and background to enable their effectiveness.

II. <u>Policy:</u>

The Council will ensure that newly elected or appointed Council members receive orientation and training to undertake their responsibilities. The orientation is mandatory for all newly elected or appointed Councilors and will involve all members of the Executive Committee. The orientation is optional for continuing Councilors.

III. <u>Scope:</u>

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. <u>Procedure:</u>

A. New Council members will receive access to a resource manual and will be required to participate in a Council orientation session that involves all Council members within 6 weeks of joining the Council that addresses the following topics:

1) Governance Framework
2) Governance Overview
3) Governing Documents: Legislation, Bylaws, Policies and Procedures
4) Functions and Responsibilities of the Council
5) Meetings: Schedule and Protocol
6) Conflict of Interest
7) Mission, Vision, Values
8) Strategic Plan and Council Work Plan
9) Overview of Programs and Services
10) Process for Council Members / Staff communication

B. During the orientation, the Councilor will be asked to:
- Sign the Conflict of Interest Form
- Sign the Annual Declaration and Consent Form

C. The orientation session will be presented by Executive Committee member(s) and / or other individuals determined to be appropriate.

D. Periodically, the Council will identify its training and development needs to foster continuing education needs and to facilitate effectiveness.

E. Meetings

Attendance

I. **Purpose:**

To ensure effective and efficient Council meetings.

II. **Policy:**

The Council will ensure effective governance of the American Association of Geographers by their regular attendance and participation at all regularly scheduled Council and Committee meetings.

III. **Scope:**

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. **Procedure:**

A. Council members are expected to attend all regularly scheduled Council and committee meetings in the format (in-person or virtual) in which they are organized. Special accommodation for virtual participation is offered to the International Councilor, given their location outside the continental U.S. where in-person Council meetings are held.

B. The AAG Staff will maintain an attendance record and inform the President of the Council of any member(s) who have missed more than one meeting within a twelve- month period without being excused. Councilors may request to be excused from a virtual Council meeting due to personal emergencies, work-related conflicts, or other unavoidable circumstances. Councilors must plan to attend all in-person Council meetings and their absence from in-person meetings is acceptable only due to unforeseen and unavoidable emergencies.

C. If a Council member's attendance is considered to be an issue that affects the performance of the Council and/or the Association, the President will discuss the situation with the Executive Director and the respective Council member. One of the following actions will result:

1. Council member agrees to a time limited leave of absence due to extenuating circumstances.
2. Council member agrees to improve attendance at all future meetings.
3. Council member offers resignation.
4. The Council approves a motion indicating the removal of the Council member from the governing body due to attendance non-compliance.
5. In the event of a resignation or removal, the Council will determine whether to appoint an interim Councilor to cover this role until a new candidate is elected by the AAG members in the annual AAG election.

Privacy

I. <u>Purpose:</u>

To clarify circumstances under which the Council holds its meetings.

II. <u>Policy:</u>

The Council will operate in an open and transparent fashion by publishing Minutes of its meetings in AAG news and on the website. The Council holds its meeting in private in order to ensure fairness and effectiveness of the meeting.

III. <u>Scope:</u>

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. <u>Procedure:</u>

A. Council Meetings –

1. Outside visitors may be invited to the Council meeting to present on a specific topic or petition, in which case their presence will be recorded on the Council meeting Agenda ahead of time.
2. Each individual visiting the Council meeting will be added to the attendance record.
3. Individuals visiting the Council meeting are observers and do not participate in the discussion or the decisions of the Council meeting.
4. If the conduct of an individual is disruptive, the President of the Council meeting will request that the individual leave the meeting.

B. Closed / Executive Session Meetings –

The Council, in its sole discretion, may call an executive session meeting to deal with confidential matters related to the Council's business. The meeting shall be attended only by members of the Council and such other individuals that the Council may determine to admit or exclude. The Council may determine, in accordance with this policy, whether any staff or external advisors may be present.

Effective practice suggests that the Council will hold an executive session meeting at the end of a regularly scheduled meeting if required.

An executive session meeting is closed to the public when any of the following confidential matters occur:

1. Human Resources: Individual circumstances related to an individual and/or group of employees.
2. Legal: Any existing or potential litigation.
3. Any other matter for which the President declares the meeting closed.

Any Council member may make a request to the Council President for an executive session meeting. The President will call for a motion to begin an executive session.

Requests may be made:

a. Prior to the President and Executive Director setting the Council meeting agenda,
b. At the beginning of a Council meeting when the agenda is put forward for Council approval, or
c. During a Council meeting in exceptional circumstances.

At the conclusion of the executive session discussion, the President will call for a motion to go out of the session. If a vote occurred during the closed session the Secretary will record it and transmit it to the Executive Director or AAG Staff for execution, and, if appropriate, the results will be entered into public minutes.

Councilors and staff will treat with the utmost confidentiality all material and information that is distributed for discussions that take place in an executive session.

C. Minutes of Council and Executive Session Meetings and Role of Council Secretary –

When a motion is passed by the Council to move into an executive session, the Council Secretary will be responsible to ensure there are notes of the proceedings kept. In absence of the Council Secretary, the Council President will be responsible to ensure there are notes of the proceedings kept.

These notes are not to be a full and complete recording or transcript of the discussion, but rather notes of the decisions made by the Council with a summary of the justification for these decisions made during such a session.

Before moving out of the executive session the Council Secretary is to read the notes to the members of the Council to ensure the accuracy thereof.

The safekeeping and assurance of confidentiality of these summary notes are the responsibility of the Council President. They shall be kept in a secure location within the AAG Office. The President is to ensure that the compilation of any and all notes kept during his/her tenure, shall be passed on to his/her successor so as to ensure that the notes of said proceedings are kept intact and confidential.

Business Meeting

I. **Purpose:**
A Business Meeting open to all AAG members and Annual Meeting attendees shall be held during the Annual Meeting.

II. **Policy:**
AAG Business Meetings serve as an opportunity to inform AAG members and Annual Meeting attendees of the latest news on the Association, as well as an update on salient Council decisions.

III. **Scope:**
During the Business Meeting there shall be reports from Executive Committee members, and such other business as has been placed on the Agenda by the Council.

IV. **Procedure:**

The Business Meeting Agenda shall be posted during the opening day of the Annual Meeting.

The Executive Director will manage the Agenda of the Business Meeting and invite reports from other Executive Committee members.

A moment of silence will be observed in memory of recently departed AAG members or other geographers or colleagues of note.

Business Meeting attendees will be invited to ask questions.

Travel and Meeting Expense Claims

I. <u>Purpose:</u>

To provide Council members with a procedure to be followed for claiming expenses incurred while representing the American Association of Geographers (AAG) on agency business, or for consideration of reimbursement as part of related education or training costs.

II. <u>Policy:</u>

The AAG reimburses Council members for pre-authorized expenses associated with Council required business and travel to in-person Council Meetings and Annual Meetings. Council members will be reimbursed for actual travel and expenses up to federal *per diem* for attendance at in-person Council Meetings. They will be reimbursed for actual expenses incurred up to two days' federal *per diem* for the Spring meeting held in conjunction with the AAG Annual Meeting. In addition, Council members attending the Spring Council Meeting will also be reimbursed for economy airfare costs and the Annual Meeting registration costs. Councilors who have other support or do not wish to accept this reimbursement, could donate these funds back to the AAG.

Allowable expenses include economy airfare, airport transfers, use of personal car at the current federal mileage rate, meals or snacks during your travel.

In consideration of the challenges of global warming and climate change, the AAG encourages Councilors to prioritize travel itineraries that reduce carbon emissions where possible.

III. <u>Scope:</u>

This policy applies to all members of the Council. The Vice President, President, and Past Presidents' travel to participate in Regional Division meetings is also reimbursable. If another member of the AAG Executive Committee is asked to represent the AAG at a Regional Division Meeting, their travel expenses will be reimbursed by the same procedures.

IV. <u>Procedure:</u>

A. For expenses, <u>scanned copies or photographs of receipts</u> must be submitted.
B. For air/train travel, scans of the ticket confirmation showing the total cost sold should be provided.
C. The AAG reserves the right to deduct from the claim any expenses deemed inappropriate, unauthorized, or unsubstantiated by proper receipts in accordance with the present policy.
D. Expenses incurred by a spouse or companion are not allowable and will not be paid by the AAG.

<u>TRANSPORTATION</u> **–** Actual costs are reimbursed.

When travelling by personal automobile on AAG-related business, or when approved in a motion by the Council for attendance at training or education sessions, mileage expenses will be reimbursed at the current IRS/federal rate.

Airfare: Economy airfare for all flights is expected. Airfare cancellation insurance is not reimbursable.

Train: Economy class train fare is expected.

Taxis/Shuttle: Reimbursed in full during the meeting period. Airport shuttle services are to be used when available.

Rental Car: Reimbursed in full during the meeting period if deemed necessary. Use a compact or comparably sized car. Optional Insurance on car rental is not reimbursable.

Private Car: Mileage usage is reimbursed according to the current IRS/federal mileage rate. Accurate mileage must be provided. Using a private car as opposed to rented car, train, or airplane cannot exceed the cost of any of these alternative types of transportation (including accommodation costs incurred during travel time). The claimant is responsible for personal vehicle insurance coverage.

Parking: Reimbursed in full during the meeting period when using private or rental car.

ACCOMMODATION **–** Actual costs are reimbursed.

Hotel: Actual cost of room including taxes is reimbursable only during the AAG-related meeting/conference period days.

However, if transportation restrictions lead to having to travel the day before/after the meeting/conference days, then hotel and appropriate meals will be considered for reimbursement for extra nights before/after the normal period. Such arrangements should be discussed with and preapproved by AAG Staff. All other expenses incurred during the extra days (taxis, rental car, etc.) are considered personal and will not be reimbursed.

Incidentals: Mini-bar, movies, dry cleaning, telephone, and other incidentals will not be reimbursed.

MEALS - Actual costs are reimbursed, but Councilors should make every attempt to incur meal costs within the federal per diem rates for the location.

No expense may be claimed for alcoholic beverages.

No expense may be claimed where meals are sponsored as part of the meeting / conference.

INELIGIBLE EXPENSES

All expenses not explicitly mentioned in subsection 4 of "Travel and Meeting Expense Claims" will not be reimbursed (e.g., WiFi on airplanes). Expenses incurred by a spouse or companion are not allowable and will not be paid by the AAG.

EXPENSE CLAIMS

A formal claims process for staff has been approved by the Council for travel expenses, and this process will also be applied to the Council. The AAG uses the online SAP Concur platform for submission, approval, and processing of reimbursements. All AAG Councilors are required to download that App on their smartphone for use during their tenure on the AAG Council.

Reimbursement claims must be submitted to AAG staff for review no later than 5 days after the end of the next month following the occurrence of the expense (e.g., claim June expenses by the end of the 5th business day of July) before being forwarded to the AAG Finance Department.

A check or direct deposit will be generated for the claimant by the AAG Finance Department.

Council Agenda and Meeting Minutes

I. Purpose:

To ensure that Council meetings are effective and efficient, and that Council Members have the opportunity to make a meaningful contribution. To ensure official minutes are maintained by the Association.

II. Policy:

A consent agenda and meeting minutes will be produced for all Council and Executive meetings.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

A. The Council is the sole authority over its own agenda. The President of the Council in collaboration with the Executive Director or designate will develop a meeting agenda. The Council will be requested to review and approve the agenda at each meeting.
B. An agenda, meeting minutes and supporting information are circulated no fewer than seven business days in advance of the Council/Executive Committee meeting.
C. Any business may be added to or deleted from the agenda with the consent of a majority of the members present.
D. To ensure that the Council makes effective, informed decisions, the Chairs of established committees must submit their reports by a specified date. Committee reports not received by that date will be tabled until the next meeting unless the Council determines otherwise.
E. Minutes will be recorded at all meetings of the Council and Executive Committee using an approved template. Meeting minutes will record all motions or decisions and will be the official record of the Association. To ensure brevity and clarity the minutes will not include a narrative of every point discussed.
F. It is the responsibility of the ED to ensure that minutes of the meeting are completed. AAG Staff will draft the meeting minutes for ED review. The draft minutes are then shared with the Secretary, who will add their comments or edits, and circulate them to the Council for their review. The Secretary, ED and President will determine which edits to accept in the final version of the minutes. The Secretary will circulate the final version of the Minutes to the Council for a vote of approval which can take place electronically, or at the next in-person Council meeting.
G. Minutes of Council meetings will be available to any interested individual through computer access or in printed version. Meeting notes of executive sessions are confidential, with access limited to the members of the Council.
H. It is the responsibility of the ED to ensure a signed official copy of all minutes, including executive session notes, will be maintained.

Consent Agenda

I. Purpose:

The Council is authorized to use a consent agenda at Council meetings in accordance with this Policy.

II. Policy:

To ensure the efficiency and effectiveness of Council meetings.

To provide an efficient process for approval of regular or routine issues that come before the Council or matters where no debate is anticipated.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

A. Content of Agenda -

General Guidelines

1. Items requiring a decision that are expected to require no discussion or debate may, at the President's option, be placed on the agenda under the heading "Consent Agenda".
2. Items for consent are those which usually do not require discussion or explanation prior to action by the Council, are non-controversial and/or similar in content, or are those items which have already been discussed or explained and do not require further discussion or explanation. Such agenda items might include, but not limited to, approval of the agenda, approval of previous minutes, approval of reports, addressing routine correspondence and approval of committee recommendations.
3. Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages.
4. Council members should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the Council meeting.

B. Approval of Agenda -

1. The agenda will be approved by the Council at the beginning of each meeting.
2. Members of the Council may request that matters be added, deleted or that the order of items be moved, and the President shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the Council.
3. Items may be moved out of the consent agenda section at the request of any member of the Council prior to approval of the agenda in order to question and/or discuss issues substantive in nature. No motion or vote of the Council is required with respect to a request to move an item off the consent agenda.
4. When only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain on the consent agenda.

5. When a member of the Council requests that an item be moved out of the consent agenda section, the President shall decide where to place that item on the agenda.
6. Approval of the agenda by the Council constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required.

C. Minutes –

1. The consent agenda items shall be separately recorded in the minutes of the Council meeting, state that the consent agenda was approved unanimously and indicate which, if any, items were removed and addressed separately. Supporting materials should be saved with the agenda to document the information upon which the Council based its decision.

Parliamentary Procedures

I. Purpose:

To provide the Council with a protocol for the conduct of business meetings.

II. Policy:

The Council of Directors shall adopt Robert's Rules of Order to govern its discussion and decision-making processes.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

The rules of parliamentary procedure govern the Council. Roberts Rules of Order is a book of present day general parliamentary law that outlines rules of practice that balance the rights of the person with an Association's membership. Outlined in the chart of the following page, is a description of the most common parliamentary procedure found in Roberts Rules of Order.

Parliamentary Procedure at a Glance

Type of Motion	Must it be Seconded?	Is it Debatable?	Can it be Amended?	Can it Be Tabled?	Simple Majority or Two-thirds vote?	Can it be Reconsidered?
Adjourn	Yes	No	No	No	Simple Majority	No
Amendment	Yes	Yes	Yes	(1)	Simple Majority	(1)
Amendment to Amendment	Yes	Yes	No	(1)	Simple Majority	(1)
Commit (Refer)	Yes	No	Yes	No	Simple Majority	No
Information, Point of	No	No	No	No	Does not apply	Does not apply
Lay on the Table	Yes	No	No	-	Simple Majority	Yes
Motion	Yes	Yes	Yes	Yes	Simple Majority	Yes
Order, Point of	No	No	No	No	Does not apply	(2)
Postpone to Specified Time	Yes	Yes	Yes	No	Simple Majority (3)	Yes
Privilege, Point of	No	No	No	No	Does not apply	Does not apply
Question, the Previous	Yes	No	No	No	Simple Majority	No
Reconsider	Yes	Yes	No	No	Two-thirds	Does not apply

Type of Motion	Must it be Seconded?	Is it Debatable?	Can it be Amended?	Can it Be Tabled?	Simple Majority or Two-thirds vote?	Can it be Reconsidered?
Suspend Rules	Yes	No	No	No	Unanimous consent	No

A. An amendment or an amendment to an amendment is subject to the closure motions only by being attached to the original motion. In other words, if a motion has been moved and then an amendment, someone may move that the matter be tabled and, if carried, both motion and the amendment would be tabled.
B. A point of order can be reconsidered to the extent that the Chair's ruling may be appealed.
C. In order to re-open the question before the specified time, a two-thirds majority is required.

Source: Roberts Rules of Order (Newly Revised)

F. Monitoring Laws and Regulations

I. **Purpose:**

The purpose of this Statement of Policy and Procedure is to:

A. Articulate responsibilities for monitoring laws and regulations to identify opportunities and minimize risk; and
B. Ensure the Association complies with all laws and regulations.

II. **Policy:**

The ED will ensure that the Association monitors all applicable laws and regulations and takes appropriate action to comply with them when changes are identified.

The Council will formally request assurance from the ED on a periodic basis as to compliance with all applicable laws and regulations.

All employees are expected to comply with the laws and regulations that apply to the Association. Any employee who knowingly contravenes the law may be subject to immediate dismissal.

III. **Scope:**

The Monitoring Laws and Regulations policy applies to the Council and all Association employees.

IV. **Definitions:**

"**Common Law**" refers to the body of precedent-based case law used in all states except (list exceptions).

"**Enabling Legislation**" refers to laws passed by the federal or a state government which refer to detailed regulations.

"**International Law**" refers to laws passed by the international community.

"**Regulations**" refers to various rules set out by federal or state governments under the authority of enabling legislation.

"**Statute Law**" refers to laws passed by the federal or a state government.

V. **Procedure:**

Responsibility -

It is the responsibility of the Council to govern the Association and ensure compliance with all applicable laws and regulations.

It is the responsibility of the ED to ensure that laws and regulations are monitored on behalf of the Association and to verify that they are being complied with through Council-approved systems.

It is the responsibility of the ED to set a clear tone of good corporate citizenship with respect to the laws and regulations applying to the Association and to communicate the Association's commitment to responsible compliance practices.

It is the responsibility of all employees to comply with the law.

G. Conflicts of Interest

I. **<u>Purpose:</u>**

To protect the Association and its Council members from entering into relationships, business activities or contracts which may be perceived to be in conflict.

II. **<u>Policy:</u>**

The members of the Council shall avoid situations in which they may be in a position of conflict of interest.

III. **<u>Scope:</u>**

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. **<u>Definitions:</u>**

For the purposes of this policy, Council members and Officers are considered to be in a conflict of interest:

A. If they themselves, or members of their family, business partners or close personal associates may personally benefit either directly or indirectly, financially or otherwise, from their position on the Council, or

B. If they are a member of the Council or staff of another organization that might have material interest that conflicts with the interests of the Association or the clients or funders, or if, in such capacity they are dealing with matters that might materially affect the Association.

C. Whether such conflict of interest is actual, potential or perceived. Further examples of conflict include, but are not limited to:

Gifts –

When a Council member or a member of the Council member's household or any other person or entity designated by the Council member, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Association may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Council.

Failure to Disclose Information of Value to the Association -

When Council members fail to disclose information that is relevant to a vital aspect of the Association's affairs.

V. **Procedure:**

A. Where a Council member or Officer has an actual, potential, or perceived conflict of interest, as described above, they shall, as soon as the issue arises and before the Council or its Committees deal with the matter at issue:

1. Disclose his or her interest fully at a meeting of Council at which the Council member's interest in the matter first arises or the Council member first becomes aware of the actual, potential, or perceived nature of the conflict. No such notice is effective unless it is given at a meeting of the Council, or the Council member or Officer takes reasonable steps to ensure that it is brought up and read at the next meeting of the Council after it is given;
2. Not take part in the discussion of or the vote on any question in respect of the matter; and
3. Not before, during or after the meeting attempt to influence the voting on any such question.

B. Before any meeting of the Council, an agenda will be circulated to each Council member, with agenda items specified in sufficient detail to permit the Council members to identify possible conflicts of interest.

C. AAG Staff will circulate Conflict of Interest forms to all Councilors for their review and signature, allowing the opportunity for Council members to declare any conflict of interest regarding agenda items or other AAG business.

D. Every declaration of conflict of interest and the general nature thereof shall be recorded in the minutes of the meeting.

E. If a Council member has disclosed a conflict of interest regarding an agenda item, it is the discretion of the Council President to determine if that member shall leave the meeting room when the Council reaches that agenda item. If so, the member's departure from the meeting room shall be noted in the minutes, and there shall be no discussion of that agenda item by the Council until the member has left the meeting room.

PROCESS FOR RESOLUTION OF CONFLICTS AND ADDRESSING BREACHES OF DUTY –

All Council members shall comply with the requirements of the by-laws and Governance policies. It is acknowledged that not all conflicts of interest or potential conflicts of interest may be satisfactorily resolved by strict compliance with the policy. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the Association notwithstanding that there has been compliance with the by-laws.

In such instances Council members and Officers shall:

A. Refer matter to President or where the issue may involve the President, to the Vice President, with notice to the ED.

B. President (or Vice President as the case may be) may either:

1. attempt to resolve the matter informally, or
2. refer the matter to an ad hoc sub-committee of the Council established by the President, which sub-committee shall report to the Council.
3. If the matter cannot be informally resolved to the satisfaction of the President (or Vice President as the case may be), with the Council member referring the matter and the member involved, then the President shall refer the matter to the process in (B.2) above.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Council (by simple majority resolution) or if a breach of duty has occurred, a Council member may be asked to resign or may be subject to removal pursuant to the Bylaws.

H. Code of Ethical Conduct

A. Purpose:

To provide Council members with a protocol for ethical conduct.

B. Policy:

Since ethical behaviour fosters confidence in the Association and its governing Council and promotes the public good, the American Association of Geographers commits itself and its members to ethical, anti-oppressive, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Council members consistent with the AAG mission, vision and values.

C. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

D. Procedure:

Council members:

1. Will bring to the Council different levels of knowledge and experience, participate fully, speak freely and share their opinion on items of business and will request the opportunity to clarify the intent of any Council member's remarks as necessary.
2. Will ensure that agenda topics that require more discussion to reach decisions will be identified as priorities and will identify these agenda items prior to the approval of the agenda to ensure time allocation can be adjusted.
3. Will speak with one voice once a Council decision has been reached.
4. Will demonstrate undisputed loyalty to the interests of the Association with respect to their fiduciary responsibility.
5. May not attempt to exercise individual authority over the Association except as explicitly set forth in Council policies as they relate to interactions with the Executive Director, staff, volunteers, the public or the media.
6. Will not knowingly take advantage or benefit from information that is not generally available to the public that is obtained in the course of the Council member's official duties and responsibilities.
7. Will conduct themselves in a manner that is consistent with the AAG mission, vision and values.
8. Will respect and value the work done by management staff and volunteers of AAG.
9. Will act with responsiveness and respect to the members and partners who make up AAG stakeholders and constituencies.
10. Will actively participate and follow through on all commitments.
11. Will attend all Council meetings. In cases where a Council member cannot attend a meeting, regrets must be sent at least 24 hours in advance of the meeting. After 2 absences within one year, in full or in part, the Council member will be contacted by the President to confirm their ability to continue on the Council.

12. Will annually complete, sign, and deliver to the Association a certification that they are in good standing under the AAG's Professional Conduct Policy.
13. Failure to abide by this Code of Ethical Conduct may result in a request by the Council President for the member to participate in an improvement activity or may be grounds for discipline or removal from the Council. Should the Council President be subject of such a breach, the Council Vice-President shall perform the duties normally assigned to the Council President in these matters.

I. Council Performance Assessment

I. Purpose:

This policy supports the Council to be effective in its role by providing a mechanism and a tool for regular self-evaluation.

II. Policy:

The American Association of Geographers (AAG) Council shall undertake regular self-evaluation in an effort to ensure it is providing the Association with effective leadership and governance.

III. Scope:

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. Procedure:

A. Every three years, the Council shall undertake an assessment of its performance.

B. Areas for assessment may include the following:

1. Fulfillment of strategic directions in a manner consistent with the mission, vision, and values
2. Oversight and management performance
3. Quality of operations and services
4. Financial conditions
5. External relations
6. The Council's own assessment may further include areas such as:
    - Council composition and structure
    - Council systems and processes
    - Council meeting effectiveness
    - Self / Peer assessment of individual Council member's performance

C. As a mechanism for continuous quality improvement and effective risk management, the results should be documented and developed into a plan format for the ensuing year(s).

J. Strategic Planning

I. **Purpose:** The purpose of this Statement of Policy and Procedure is to institutionalize regular strategic planning in the Council calendar. The Council shall engage in a strategic planning cycle at a minimum of every 3-5 years. It will also engage in long-range planning every 10 years.

II. **Scope:** The Strategic Planning policy applies to the Council, the ED and senior management.

III. **Plan Development:**

A. The Council will identify, consider, and select strategic directions most critical to achieving the desired future state.

B. The Council will formulate a limited number of strategic objectives associated with the directions, taking the relative importance of each and known opportunities into account.

C. The ED and senior management will use the strategic objectives to articulate tactics and goals for the Association into the plan.

D. The plan will be reviewed and revised or approved by the Council.

IV. **Integration of the Plan:**

A. The specifics of the plan will be integrated into the Association's overall operating plan by the ED.

B. Financial, operational and other plans will be built or adjusted to reflect the elements of the plan.

C. The ED may choose to disseminate all or portions of the plan to employees and external partners through general communications.

D. Specific goals and objectives will be integrated into the performance plans of the staff team.

V. **Monitoring Progress:** Annually, the Council will review the Association's progress towards plan objectives in the context of its overall strategic plan.

VI. **Significant Changes:** If, during the lifetime of the plan, significant changes occur in the environment or the operations of the Association, the Council may elect to revisit the plan and adjust the vision, objectives, tactics or timing embedded in the plan.

VII. **Responsibility:** It is the responsibility of the Council to set strategic direction for the Association. It is the responsibility of the ED to support the strategic planning activities of the Council and to integrate the strategic direction into the business plan of the Association.

K. Delegating Authority

I. **Purpose:** The purpose of this Statement of Policy and Procedure is to identify the Officers of the American Association of Geographers (AAG), and their respective responsibilities regarding the execution of documents, contracts, and other instruments in writing. It also specifies which parties must give approval for significant decisions and to outlines procedures for obtaining appropriate authorization.

II. **Policy:** It is the policy of AAG to ensure that management employees have the flexibility and authority to manage the daily operations of the Association while remaining accountable to the ED, who is in turn accountable to the Council. All transactions and decisions must be properly approved by a level of authorization commensurate with their nature and size. Decisions that materially affect the direction or finances of the Association are subject to authorization and approval by the Council.

III. **Scope:** This policy applies to the Council, officers, senior management, and all employees of the Association.

IV. **Procedure:**

Authorization by Council

A. The Council authorizes the annual expenses of the Association by approving the annual budget.

B. The Council may also authorize one-time projects or capital purchases for which dedicated special funding has been received or board-restricted reserves allocated.

C. The Council delegates operational authorization responsibility to the Executive Director for:

1. Activities which are included in the fiscal budget or are approved as one-time projects or capital purchases; and which must also be in adherence to the relevant service or funding agreement.
2. Emergency expenditures and major capital expenditures which can be accommodated within approved operating budget. The Council must be informed of these expenditures.
3. Delegating operational authorization to Association managers as necessary for efficient and accountable operations.

V. **Authorization Levels for Contracts and Activities**

Authorization for any activity, unless specified otherwise in another policy, shall be as follows. Any agreement that may materially affect the direction or the finances of the Association shall be reviewed and authorized by the Council. This includes, but is not restricted to:

A. Sale or acquisition of property

B. Divestitures or service reductions or changes

C. Any contract out of the ordinary course of business

Other agreements may be authorized by the Executive Director or authorized delegate.

VI. **Means of Authorization and Execution:** The signature of the authorizing individual, or in the case of the Council, a resolution or minutes attesting to the matter, signed by the Secretary of the Council, provides authorization. For ease of administration the Council may, from time to time, authorize certain employees of AAG to execute contracts, documents and/or other instruments in writing.

VII. **Signing Authority:** The Executive Director may authorize key staff to sign checks on behalf of AAG. The Executive Director has sole authority to sign contracts on behalf of AAG. For ease of administration the Council may, from time to time, authorize certain employees of AAG to execute contracts, documents and/or other instruments in writing.

L. Executive Director

Executive Limitations

I. <u>Purpose:</u>

This policy serves to provide guidance to the Council and the Executive Director (ED) with respect to scope of responsibility, obligation to inform the Council, and limitations on action. The policy reflects good governance practice and protects both the senior staff position and the Council.

II. <u>Policy:</u>

The AAG Council delegates overall responsibility for the effective functioning of the Association to the ED. The ED exercises the day-to-day care and superintendence of the Association on behalf of the Council.

III. <u>Scope:</u>

This policy covers all activities and services governed by the Council and operated under the auspices of the Association.

IV. <u>Procedure:</u>

The following limitations shall apply to the ED's role.

A. Final Implementation of Actions

Final implementation of actions listed below shall not proceed without Council approval.

1. Significant legal or financial matters that may have potential to materially impact the effective, normal functioning of the Association and its services;
2. Any action that is, or has the potential to be, contrary to the Association's policy;
3. Any matters that have the potential to affect significantly public perception of the Association and its role in the community.

In any of the above circumstances, the ED will ensure the Council is informed in a timely way and has access to all information relevant and necessary to direct appropriately on further action.

B. Reporting to the Council

1. The ED is responsible to the Council for all functions outlined in his or her job description and shall not cause or knowingly allow any breach of the Association's policies. The ED is authorized to make all decisions, take all actions and develop all activities, provided they are consistent with a reasonable interpretation of the Council policies and direction.
2. On an annual basis, or as otherwise documented in minutes of the Council, the ED will ensure that the Council is informed, through written reports from them and staff teams of:

a) New local, state, federal government policies, directions
b) Legal and controversial issues
c) Progress on internal policies, planning and priorities
d) Legislative and policy compliance and non-compliance
e) Identification of policy gaps and revisions
f) Changes that have a significant impact on staff
g) Incidents with a significant impact on the Association and / or the community served
h) Changes in financial position, funding applications and new funding received
i) Significant issues related to the physical plant(s)
j) Program updates
k) Staffing changes.

C. Financial Limitations –

The ED is responsible for ensuring the financial security and accountability of the Association. In meeting this responsibility, the following will apply:

1. No expenditures will be made in any given fiscal year in excess of the Association's confirmed annual revenue unless warranted by extenuating circumstances and approved by the Council., e.g., Line of Credit is arranged and may from time to time be necessary for operations.
2. Cash on hand must not drop below the amount needed to settle payroll and debts in a timely manner. Tax payments and/or other government payments for filings must not be overdue or inaccurately filed.
3. Actual allocations of funds must not deviate materially from the Council approved budget.
4. No money will be received, processed or spent without following controls, checks and balances that meet Council appointed auditor's standards and funders' requirements.
5. Financial statements will be submitted for Council review on at least a quarterly basis.
6. Funds not required for immediate use will be invested prudently.

D. ED Role in Council Communication with Staff and with the Community

The ED shall ensure that staff member orientation and the Council member orientation each includes a description of the appropriate mechanism for staff / council communication. Except in the case of simple logistical matters (e.g., travel arrangements, meal selections, etc.) Councilors should address their communications to the ED who will identify the appropriate staff member to engage. The ED should be copied on all communications between Councilors and staff, except in the case of simple, logistical matters.

Succession Planning

I. **Purpose:** To ensure succession planning for the role of the Executive Director (ED) to maintain continuity of leadership for AAG during a temporary or permanent vacancy of the ED.

II. **Definition:** A temporary vacancy in the position of ED is determined by the Council, at its discretion, from time to time and in consultation with the ED and may include the period of time in which the ED is on a leave of absence, an extended vacation or has left the position and a competition to find a replacement is underway. It is not generally meant to be a periodic and / or occasional coverage of the ED duties and responsibilities normally undertaken by senior staff in their absence.

III. **Procedure:**

A. **Temporary:** The Executive Director shall identify to the President which member of senior management is recommended to fill the role of interim ED, if a temporary or permanent vacancy should occur. Any appointment of an Acting or Interim ED will be subject to approval by the Council.

B. **Permanent:** Should the Council be required to replace the ED on a permanent basis the following process will be in effect:

1. Determine if the acting ED will become the Interim ED or if a process will be conducted for an Interim ED.
2. Consider the need for consulting assistance (transition management or executive search).
3. Appoint a Hiring Committee to oversee the recruitment and selection process.
4. Assess ongoing leadership requirements of the Association against the strategic and operational plan to identify attributes and characteristics that will be important to consider in the selection of the next ED.

IV. Post-hire orientation is the responsibility of the Council and will be developed with the assistance of the Interim ED.

M. Management Reports and Review

I. Purpose:

The purpose of this Statement of Policy and Procedure is to ensure that the Council is provided with the information and reporting required to fulfill their role.

II. Policy:

The Executive Director shall provide to the Council such standard reports and ad hoc reports as will enable the Council to fulfill its mandate effectively, in addition to any reports requested by the Council.

The Council has a right and obligation to review results and progress of the business related to its purview and may request any report at any time from the Executive Director.

III. Scope:

The Management Reports and Review policy applies to the Executive Director and the Council.

IV. Procedure:

A. Council Package

1. The Executive Director, in consultation with the President of the Council, shall produce a standard package of Council reports related to the Association's business plan at a level of abstraction appropriate to the Council. The package shall include at a minimum:

   a. Financial results, with comparison to budget.
   b. Strategic and business plan results.
   c. The Executive Director's report, outlining developments of interest to the Council since the previous Council meeting.

2. The Council package will be prepared and distributed a minimum of one week before each scheduled meeting and forwarded to Councilors along with the meeting agenda.

B. Ad Hoc Reports to the Council

1. From time to time, the Council may request additional reports or reviews on a one-time or time-period basis.

2. The Executive Director will arrange for the development and presentation of these reports within a reasonable time.

Responsibility:

It is the responsibility of the ED and senior management to ensure that the directions and interests of the Council are expressed as measurable objectives and that progress towards these objectives is regularly reported.

N. Finance

I. Purpose:

This statement of policy and procedures sets our policies and procedures for management of the AAG's finances.

II. Policy:

The AAG Council will periodically review AAG Finance Policy and Procedures to ensure compliance with current legal, fiscal, and accounting requirements.

III. Scope:

The Finance policy applies to the Council and all Association employees.

IV. Procedures:

A. The AAG manages its funds according to currently accepted accounting practices, including conducting an annual audit by external auditors.

B. Council shall maintain a policy of fiscal responsibility including increasing income or reducing existing budgeted expenditures before adding or increasing expenditures.

C. The Treasurer, having consulted with the Finance Committee and the ED, will present an annual budget for Council review.

D. The AAG Finance Committee shall consist of no less than four members of the Association chaired by the AAG Treasurer with the immediate AAG Past Treasurer and AAG Executive Director serving as *ex officio* members.

E. An Accounting Manual is on file at the AAG Office as a set of internal operational guidelines for all Association employees to comply with.

F. AAG shall budget each year adequate funds for the maintenance, repair, or acquisition of AAG assets and equipment.

G. Endowment funds will be established by resolution of the AAG Council, which shall include specification of the purposes of such fund(s) and how they are to be managed.

H. The AAG office keeps current records of funds established for the purpose of AAG grants. The AAG keeps up to date information on the balances and payments made from those funds. A listing of AAG grant guidelines, including eligibility, purpose, application instructions, and deadlines are maintained by the AAG Office. Notices of AAG grant opportunities are published in AAG communication venues such as the newsletter and/or listservs.

I. An annual administrative fee may be charged for the management of restricted funds at a rate to be set by the AAG Council.

J. AAG Standing Committees are appointed to review the submissions for particular grant programs as indicated in the respective charge of those committees given by the AAG Council. No awards are made if funds are insufficient or if proposals are not suitable.

K. New AAG grant programs can be established by the Executive Director and/or the AAG Council, as donations for such purposes are given.

O. Relationship with External Auditors

I. Purpose:

This Statement of Policy and Procedure sets out policies and procedures for the external audit of the Association.

II. Policy:

All AAG personnel shall provide any information, documents and supporting materials as requested by the external auditors.

The Council shall take all necessary steps to assure themselves that the financial statements of the Association are complete and accurate in all material respects and that the internal control processes of the Association are effective.

III. Scope:

The Relationship with External Auditors policy applies to the Council and all Association personnel. It is not intended to restrict the actions of the external auditors in any way.

IV. Procedure:

Responsibility -

It is the responsibility of the ED to ensure that the agency's external auditors receive the information and documents they require to perform their function.

It is the responsibility of the Council to provide oversight on the external audit. It is the responsibility of the Council to ensure that appropriate action is taken with respect to any communication from the external auditors.

External Audit Arrangements

Management will meet with the auditors before fiscal year-end to agree on timing of the audit fieldwork (including pre-year-end visits) and to review the audit plan.

All Council members and Association staff will accommodate the needs of the external auditors in order that their work can be performed quickly and effectively.

P. Committees

I. Purpose:

The purpose of this Statement of Policy and Procedure is to describe the Committees Task Forces of the American Association of Geographers (AAG) and how they operate.

II. Policy:

Elected and Standing Committees

A. The AAG Staff periodically reviews all standing committees and task forces and presents recommendations to Council to continue, eliminate or assign additional tasks to committees/task forces.

B. Committees operate on an annual cycle until such time as an AAG review process finds their charge is no longer pertinent or needed by the AAG. Committees are advisory in nature and do not have legal or operational authority.

C. Task Forces are initiated by the Executive Director or the Council for the specific purpose of researching a particular topic and bringing findings and/or recommendations back to the ED or Council for their consideration. Task Forces are advisory in nature and do not have legal or operational authority.

D. All Standing Committees shall coordinate with the Executive Director or a designee at least once per year to establish current priorities for the Committee and to coordinate committee activities with ongoing AAG activities and programs.

E. Current practice holds that committees may have an interim chair appointed by the Committee on Committees but are ultimately free to select their own chairs.

F. The chair of each committee shall submit to the Council an annual report of committee activities.

G. Committee membership normally will be for a three-year term. As committees are established members are to be appointed on a one-, two-, and three-year term basis to provide continuity of membership and orderly rotation. An individual may be reappointed.

H. The Council, at its discretion, may appoint an AAG Councilor to serve as liaison to any standing committee.

I. The following committees will be chaired by an AAG Councilor: Committee on Committees (Secretary), Finance (Treasurer), and Publications.

J. All committee vacancies should be advertised in the AAG Newsletter and/or other communication venues annually before the Council meeting at which those vacancies are to be filled, and applications should be solicited from interested members.

K. Committee membership is indefinite on the several donor-funded award committees, and any necessary replacements will take place following the donor stipulations and guidelines on file at the AAG Office.

L. Persons appointed to AAG Committees, Review Boards, and as Delegates, and Elected Officers and Councilors should be members of the AAG.

III. Scope:

This policy applies to the Council, officers, senior management, and all employees of the Association.

IV. Procedure:

A. ELECTED COMMITTEES

1. ***Nominating Committee:***
   A Nominating Committee shall be elected at-large annually.

   The Nominating Committee shall submit to the AAG Office its slate of candidates for election to the AAG Council per the Policy on Council Nomination and Election Procedures.

2. ***Honors Committee:***
   An Honors Committee shall be elected at-large annually.

   The Honors Committee is charged with the responsibility of receiving and evaluating nominations for the AAG Honors, Media Achievement, and Publication awards and with making recommendations to Council.

B. STANDING COMMITTEES

Member(s) of AAG Standing committees may be initially appointed by the President, subject to the approval of the Council, and shall act according to procedures established by the Council.

Committee on Committees:

1. Membership: The Committee on Committees shall be composed of the Secretary, Treasurer, Chair of the Regional Councilors, and Chair of the National Councilors. The Secretary of the Council shall chair the committee.
2. The Committee on Committees prepares slates of nominees for the Honors Committee and for the Nominating Committee from which the AAG Council selects those who will stand for election by the membership.
3. The Committee on Committees nominates candidates to fill vacancies on the Association's Standing committees, and as delegates to other Associations.

Standing Committee on AAG Disciplinary and Eligibility Matters:

1. The Standing Committee on AAG Disciplinary and Eligibility Matters ("Standing Committee") is charged with investigating all complaints referred to it by the Executive Director that relate to violations by Association members of the Standing Rules on Professional Conduct, violations of other Association policies or Standing Rules, or that otherwise allege dishonorable, unethical, or unprofessional conduct by an Association member in relation to the Association or its activities, or to the professional role of the Association member.
2. The Standing Committee may also determine that a prospective member who has engaged in conduct in connection with the prospective member's professional role that is contrary to the values of the AAG, as reflected in its policies and Standing Rules, is ineligible for membership, based on a referral from the Executive Director.

3. A determination by the Standing Committee that any such allegation is supported by the evidence shall warrant disciplinary action against a member as determined in the discretion of the Standing Committee, which may include but is not limited to suspension or temporary or permanent revocation of the membership and eligibility for membership in the Association of the subject of the complaint or restrictions on the member's privileges and rights as a member, including temporary or permanent loss of eligibility to attend future AAG Annual Meetings or to hold leadership or Committee roles with the AAG.
4. With respect to prospective members, the Standing Committee may find the prospective member temporarily or permanently ineligible for membership.
5. The Standing Committee shall establish procedures for review of and decision on such matters that provide to the subject notice of the nature of the allegations and an opportunity to respond in writing. A member or prospective member may appeal to the Council a decision by the Standing Committee to impose a disciplinary revocation of membership or finding of temporary or permanent ineligibility for membership, by notifying the AAG Executive Director in writing within 30 days of being informed of the sanctions by the Standing Committee.
6. If a decision of the Standing Committee is appealed, the Council will review the written record related to the matter and affirm, modify, or reverse the imposition of sanctions based on that review. Additional material that was available to the subject of the sanction but was not submitted to the Standing Committee will not be included in the record on appeal.
7. Membership: The Executive Committee was appointed by the Council to be the members of the Standing Committee on AAG Disciplinary and Eligibility Matters. The Executive Director is an ex officio member.

C. AD HOC COMMITTEES

1. **AAG Atlas Award Committee.** The committee selects the recipient of the AAG Atlas Award designed to recognize and celebrate outstanding accomplishments that advance world understanding in exceptional ways.
2. **Annual Meeting Local Support Committee.** The Committee assists the AAG office in planning field trips, workshops, and other local events at the annual meeting, the preparation of written and website materials about the meeting and organizing the program for the annual meeting by forming sessions of individually submitted papers.
3. **World Geography Bowl Committee.** The committee develops questions for the annual World Geography Bowl.

Q. Regional Divisions, Specialty Groups, and Affinity Groups

I. Purpose:

The purpose of this Statement of Policy and Procedure is to describe how Regional Divisions, and Specialty and Affinity Groups operate within the structure of the American Association of Geographers (AAG.)

II. Policy:

The Association, by vote of the Council, may establish Regional Divisions in specific geographical areas and may contribute toward the operation of those divisions. Specialty and Affinity Groups may be formed by means of a petition to the Council (for more detail, see Policy on Petitions).

III. Scope:

This policy applies to Council, officers, senior management, all employees, and all members of the Association.

IV. Procedure:

Regional Divisions: Regional divisions shall promote the objectives of the AAG in their respective areas and annually report their activities, income, and expenditures to the AAG Council.

Upon the establishment of a Division, a Chair and a Secretary-Treasurer shall be appointed by the Council. After an initial term of the appointed officers, not to exceed two years, all officers shall be elected by the Members of the Division. The Council shall determine the geographical boundaries of each Division. On recommendation of the Council and by majority vote of Members voting at the Business Meeting of the AAG, any Division may be disbanded for inactivity or other cause.

Regional Division Officers and Duties:

Each division shall have a chair and such other officers and committees as the Division may authorize. All Officers and Regional Councilors shall be Members of the AAG. The Chair shall serve for not more than two consecutive years. All AAG members residing in an AAG Regional Division, regardless of whether they are also members of that Regional Division, will have the right to elect their Regional Division Councilor.

Specialty Groups:

Groups of AAG members with special interest in specific subfields of geography may be formed by the Association, under such rules and procedures and with such support as the

Council may prescribe, to sponsor professional activities designed to advance the collective state of knowledge in those subfields.

Affinity Groups:

Groups of AAG members sharing a particular identity, stage of career, or common interests (e.g., retired, undergraduate student, caregiver, etc.) may be formed by the Association, under such rules and procedures and with such support as the Council may prescribe, for the collective support and advancement of the interests of the Group.

The AAG Office manages the finances for all Specialty and Affinity Groups. The AAG Office also provides detailed guidelines for Group activities, leadership succession, and their overall operation. These guidelines may periodically be updated by a vote of the Council.

R. Honors, Grants and Awards

I. Purpose:

The purpose of this Statement of Policy and Procedure is to describe how the AAG manages its recognition programs.

II. Policy:

The Association, by vote of the Council, may establish an AAG Award program and may contribute toward the operation of such program.

III. Scope:

The Honors, Grants and Awards policy applies to Council, officers, senior management, all employees, all members and non-member participants of the Association.

IV. Procedure:

The AAG office keeps current records of funds established for the purpose of AAG Grants, including the categories of grants available for research, dissertation, travel, or other purposes. The AAG also keeps up to date information on the balances and payments made from those funds.

A listing of AAG grant guidelines, including eligibility, purpose, application instructions, and deadlines are maintained in the AAG Office and on the AAG website. Notices of opportunities are published in AAG news and communication venues.

With the exception of the *elected* Honors Committee, AAG Standing Committees are *appointed* to review the submissions for particular grant programs as indicated in the respective charge of those committees given by the AAG Council. No awards are made if funds are insufficient or if proposals are not suitable for a particular AAG grant program.

New AAG grant programs are established by the Executive Director and/or the AAG Council, as donations for such purposes are given.

New Honors, Grants or Awards categories may be established by the AAG Council.
The AAG Office maintains a set of guidelines for the Honors and all other AAG Grant and Award Committees to utilize that summarizes and clarifies the general procedures, responsibilities, and timeline of the committees' activity.

S. Petitions

I. **Purpose:**

The purpose of this Statement of Policy and Procedure is to describe how Petitions to the Council may be brought forth and how they are handled.

II. **Policy:**

Ten percent (10%) or more members of the Association may formally petition the Council to initiate an action or to reconsider an action previously taken by the Council or at a Business Meeting.

III. **Scope:**

The Petitions policy applies to Council, officers, senior management, and all members of the Association.

IV. **Procedure**

The Council (or the Executive Committee acting on behalf of the Council) will consider each petition in as timely a manner as possible, and the petitioners will be informed of Council (or Executive Committee) action as soon as is feasible. Such actions will be reported to the Association membership through the Council meeting minutes.

If a petition requests the Association to make a public statement on behalf of the Association membership, the public statement must fall within the scope of the objectives of the Association. The Council shall determine whether petitions fall within the scope of the Association objectives and whether the AAG will make a public statement.

Petitions to the Council to approve the formation of a new Specialty of Affinity Group are outlined in the Specialty an Affinity Group Handbook maintained at the AAG Office. Anyone interested in petitioning the AAG Council for the formation of a new Specialty of Affinity Group should contact the AAG Office for further guidance.

APPENDICES

Appendix A: Definitions

Affinity Group:	Groups of AAG members sharing a particular identity, stage of career, or common interests (e.g., retired, undergraduate student, caregiver, etc.)
Common Law:	refers to the body of precedent-based case law used in all states except (list exceptions).
Conflict of interest:	relationships, business activities or contracts which may be perceived to be in conflict with the role and duties of an AAG Council member, AAG employee, AAG member, or AAG volunteer.
Enabling Legislation:	refers to laws passed by the federal or a state government which refer to detailed regulations.
Environmental Scan:	is the process of collecting information about developments and anticipated changes in the environment of the Association.
Gift:	payments, services, or anything else of more than a token or nominal value from a party with whom the Association may transact business for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Council.
Goals:	are the specific actions planned and implemented that will contribute to the actuation of a strategy.
International Law:	refers to laws passed by the international community.
Materially:	in a significant way
Objectives:	specific, measurable activities of an Association, whether of strategic import or not
Officer of AAG:	refers to the Executive Director, Chief of Staff, Chief Operating Officer, Chief of Programs, Finance Director and any other employee that the Council designates as an "Officer of AAG."
Officer of the Council:	means President, Vice-President, Past President, Treasurer, Secretary and the Executive Director of AAG, and any other member that the Council designates as an "Officer of the Council".
Regional Division:	a geographical region established by the AAG Council to promote the discipline of geography and the objectives of the AAG in that area

Regulations:	refers to various rules set out by federal or state governments under the authority of enabling legislation.
Risk Management:	a logical and systematic method that will enable an Association to maximize opportunities and minimize losses.
Risk Treatment:	the management actions that avoid, accept, transfer, or reduce various risks.
Risk:	the chance of something happening that will have a significant impact on operations and/or fulfillment of strategic objectives and the magnitude or severity of the consequences of that outcome.
Signing Authority:	any Officer of AAG and any other person or persons so designated by the Council (e.g., President, Secretary, ED)
Signing Officer:	any Officer of the Council and any Officer of AAG so designated by the Council.
Specialty Group:	Groups of AAG members with special interest in specific subfields of geography
Statute Law:	refers to laws passed by the federal or a state government.
Strategic Planning Cycle:	the complete sequence of activities in the development of the strategic plan beginning with an environmental scan and ending with setting strategic objectives.
Strategic Planning Horizon:	the number of years into the future that the planning process contemplates.
Strategies:	statements of major direction and effort of crucial importance to the Association in achieving its desired state.
Vision:	an articulation of the desired future state of the Association, that is, where it will be when strategies have been successfully implemented.