

## **ASPE BYLAWS**

### **ARTICLE I: NAME AND PURPOSE**

Section 1: Name:  
The name of the association shall be the Association of SP Educators, Inc. (ASPE), doing business as the Association of SP Educators and incorporated as a not-for-profit corporation in the state of Florida.

Section 2: Purpose:  
ASPE is the international organization of educators dedicated to human simulation through:

- Promoting best practices in the application of SP methodology for education, assessment, and research;
- Fostering the dissemination of research and scholarship in the field of SP methodology;
- Advancing the professional knowledge and skills of its members and affiliates, and elevating the profession's credibility and expertise;
- Engaging actively with members, educators, and learners beyond borders; modeling social justice, embracing inclusivity; and
- Transforming professional performance through the power of human interaction.

### **ARTICLE II: MEMBERSHIP**

Section 1: Eligibility for membership:  
Applications for membership shall be open to any individual who supports the purpose statement in Article 1. Membership is granted upon review and acceptance of a membership application and annual dues. Guidelines for acceptance are established by the Board of Directors.

#### **Membership Classes:**

**Regular Membership:** Regular membership is limited to individuals who pay applicable dues established by the Board of Directors and work professionally in the field of simulation education as educators, trainers, coordinators, faculty, directors, program administrators, or other areas deemed appropriate by the Board of Directors. Each regular member shall have the right to serve on committees, vote and run for and hold office if he/she meets the criteria for that office. These rights are forfeited if a member is more than three months in arrears in their dues or financial obligations to the Association.

**Affiliate Membership:** Affiliate membership is limited to individuals who pay applicable dues and are interested in the purpose statement in Article 1 but do not qualify for regular membership. Affiliate members have no vote and are ineligible to serve as Directors or Officers. Affiliate Member rights are forfeited if a member is more than three months in arrears in their dues or financial obligations to the Association.

The Board of Directors may establish subcategories of membership. Current subcategories of affiliate membership include Standardized Patients (SP).

- Section 2:     **Annual Dues:**  
The Board shall set the dues amount and the criteria for each class of membership.
- Section 3:     **Rights of members:**  
Each individual regular member shall have the right to serve on committees, vote, run for and hold office if he/she meets the criteria for that office. These rights are forfeited if a member is more than three months in arrears in their dues and financial obligations to the Association.
- Section 4:     **Resignation and termination:**  
Any member may resign from membership by filing a written resignation with the chair of the membership committee. A resignation shall not relieve a member of unpaid dues. An individual's membership may be terminated by a majority vote of the Board if found to be misrepresenting ASPE, the profession or in violation of any local or national laws.

### **ARTICLE III: BOARD OF DIRECTORS**

- Section 1:     **Board role, size, and compensation:**  
a. Board role: The Board of Directors (the Board) shall be the governing body of the Association, chaired by the President.
- b. Size: The Board shall consist of sixteen Directors.
- c. Compensation: The Board receives no compensation other than for reasonable expenses as determined and approved by the Executive Committee
- Section 2:     **Board makeup:**  
a. Elected positions (7) and terms:
  - President: 2-year term
  - President-Elect: 1-year term
  - Past President: 1-year term
  - Vice-President for Finance: 3-year term
  - Vice-President for Operations: 3-year term
  - Member Liaison (ML) (2): 2-year terms
    - Including one ML from the US or Canada
    - And one ML from outside the US or Canada representing the international community

If an international ML cannot be found, any member may self-nominate after the deadline for nominations and the international ML position will be elected the following year.

b. Member Liaisons: The Member Liaisons represent the general membership, conduct special projects consistent with the goals of the Association, and perform duties as assigned by the President and the Board of Directors.

c. Appointed Directors: The other eleven Directors shall chair the Standing Committees: Conference; Communications & Connections; Curriculum Development and Advancement; Equity, Diversity, Inclusion, & Social Justice; Online Learning Resources; Grants & Research; International; Membership; Modules, and Standards of Practice. Incoming

Board Chairs may be recommended by the current committee Chair, by the committee itself or by the President. Chairs and Vice Chairs are appointed by the President with the approval of the Board.

d. The President shall not appoint a Chair or Vice Chair that would bring the total number of board members from a single institution to more than two.

e. Ad Hoc Committees are created by the President and appointed by the Board of Directors.

**Section 3: Election cycles, terms, and extended terms:**

**a. Election cycles are staggered for continuity**

- President-Elect and Vice-President for Finance and one Member Liaison are elected during the same election cycle.
- Vice-President for Operations and one Member Liaison are elected during the same election cycle.

**b. Terms: The term of office for all elected officers shall begin on January 1 and end December 31.**

- i. The term for the Presidential cycle (President Elect, President, Past-President) is 4 years and ends on December 31 of the 4<sup>th</sup> year
- ii. The term for both Vice Presidents is 3 years and ends on December 31 of the 3<sup>rd</sup> year.
- iii. The terms for both MLs is 2 years and ends on December 31 of the 2<sup>nd</sup> year.

**c. Extended Terms:**

- i. The following officers may run for and be reelected to one additional consecutive term:
  - Member Liaisons
  - Vice-President for Finance
  - Vice-President for Operations
- ii. The President may run for and be reelected for one additional non-consecutive term.

**Section 4: Board Elections:**

The seven elected Directors shall be selected by a simple majority of members in good standing using an approved electronic ballot.

**Section 5: Eligibility to run for a Board position:**

- Any regular member in good standing may run for an office.
- Skills or educational requirements for each open position shall be determined by the Board on an as-needed basis.
- Position requirements will be posted via email when the call for nominations is posted.
- The Vice-President for Operations is responsible for maintaining and making the eligibility requirements available upon request to any member in good standing.

**Section 6: Quorum:**

A quorum of the Board shall consist of eight Board members.

- Section 7: Duties:
- a. President: The President shall be the chief elected officer of the Association. The President shall serve as the presiding officer at the Association's annual Business Meeting, Board of Directors meetings and Executive Committee meetings. The President shall have general responsibility for the affairs and business of the Association.
  - b. President-Elect: The President-Elect shall perform the duties of the President during the President's absence, and in the event of the President's inability to serve, shall assume the Presidency for the balance of any unexpired term.
  - c. Past President: The Past President shall serve in those capacities thought to provide the greatest continuity of purpose and to be most appropriate by the President and the Board of Directors.
  - d. Vice-President for Finance: The Vice-President for Finance shall report on the Association's finances at the annual Business Meeting and each Board meeting. The Vice-President for Finance shall assist in the preparation of the budget, serve as fiscal advisor to the Board of Directors and make financial information available to the Board and membership upon request.
  - e. Vice-President for Operations. The Vice-President for Operations shall prepare and distribute the agenda for Association Business Meetings and meetings of the Board of Directors. The Vice-President for Operations shall conduct the yearly election process as specified in Article VI and shall be responsible for taking minutes and authenticating records with the assistance of association administrative support.

- Section 8: Resignations, terminations, and absences:
- a. Resignation from the Board must be in writing and received and accepted by the President.
  - b. A Board member shall be terminated from the Board if the individual accumulates excess excused absences (as determined by the Board).
  - c. A Board member may be removed for any cause by 2/3 majority of the Board. The Board member must be given two weeks' notice of the Board meeting held to discuss termination and afforded the opportunity for self-representation at said meeting.

- Section 9: Vacancies:
- a. Elected and Appointed positions, excluding Presidents: With the approval of a majority of the Board of Directors, the President may appoint Directors to vacancies that occur between elections. Appointed individuals shall serve out the term of the individual they replace on the Board.

b. Presidents: In the event of a vacancy in the office of the President, the President-Elect shall succeed and assume the role of President. In the event there isn't a President-Elect in office, the Board will appoint one of the two Vice-Presidents to fill the vacancy until an election by the membership can be held.

c. In the event of a vacancy in the office of President-Elect:

- i. A special election will be called, and the membership notified electronically.
- ii. Election procedures will follow those in Article III, except that the term of office shall be effective immediately.
- iii. If no one comes forward to run for President-Elect, the President shall call a special meeting of the Board to review and approve by quorum an alternative solution, including but not limited to:
  1. Appointing a member in good standing to the office
  2. Extending the current President's term to the next normal election cycle.

#### **ARTICLE IV: ELECTION PROCEDURES**

Section 1: Nominating Committee:  
Shall be chaired by the Vice-President for Operations and composed of three members, appointed by the President and approved by a quorum of the Board. The chair of the Nominating Committee shall be responsible for placing a call for nominations for each open position.

Section 2: Nominees:  
Regular members in good standing may nominate themselves or others by contacting the Vice-President for Operations by the date specified in the notice.

Section 3: Ballots:  
The Vice-President for Operations shall issue ballots or voting instructions, tally the votes, notify the candidates, and post the results on the Association website within two weeks of the close of the election. Terms of office begin on January 1 unless a vacancy is being filled during the year.

#### **ARTICLE V: REGULAR BUSINESS MEETINGS**

Section 1: Regular Board Meetings and Notice:  
a. The Board shall meet at least four times per year. At least one meeting is in person, and the others by telephone conferencing or another form of electronic communication allowing all members of the Board to speak and hear one another simultaneously.

b. Regular Board meeting time is set by the Board and posted electronically to all Board members.

c. The President shall chair all Board meetings following the latest edition of Robert's Rules of Order, Newly Revised.

d. A proposed agenda and supporting materials prepared by the Vice-President for Operations in consultation with the President and with feedback from the Board shall be sent electronically to all Board members prior to the meeting.

e. Minutes shall be sent electronically to all Board members.

f. Board Members who will assume leadership starting January 1 should begin to attend telephone meetings in September (four months ahead of their official placement on the Board).

g. At the January in-person meeting, the current Executive Committee Board member and the person replacing him/her on January 1 should attend the meeting together to facilitate the transition in leadership.

Section 2: Special Board meetings:  
Additional meetings may be held at the call of the President or at least three members of the Board. All members must be notified in person, by telephone or electronically at least 24 hours before a special meeting is held.

#### **ARTICLE VI: ANNUAL BUSINESS MEETINGS/MEETINGS OF MEMBERS**

Section 1: Annual business meetings:  
Business meetings shall be held in association with educational conferences and called for the purpose of conducting the business of the Association and dealing with matters as may appropriately come before the membership.

Section 2: Special meetings:  
A special meeting may be called by the President, the Executive committee or a simple majority of the Board of Directors.

Section 3: Notice of business meetings:  
The times, location, and agenda of the annual business meeting shall be announced electronically to the membership no less than 30 and no more than 90 days in advance of convening the meeting.

Section 4: Quorum:  
The membership present at any properly announced business meeting shall constitute a quorum and shall transact any business that may be properly brought before the Association.

Section 5: Voting:  
All issues to be voted on shall be decided by a simple majority vote of those present and voting (or by some other percentage when specifically called for in these bylaws). When electronic balloting is used, a member who submits a vote is considered to be present and voting.

Section 6: Form of meetings:  
Any annual or special meeting of the membership may be held electronically if authorized by the Board of Directors and (i) the Association implements reasonable means to verify the person voting electronically is the person authorized to do so and (ii) the Association implements reasonable measures

for members to participate and vote, including the opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

## **ARTICLE VII: COMMITTEES**

### **Section 1: Standing Committees:**

- Communication & Connections
- Conference
- Curriculum Development and Advancement
- Equity, Diversity, Inclusion, & Social Justice
- Online Learning Resources
- Executive Committee
- Grants & Research
- International
- Membership
- Modules
- Standards of Practice

### **Section 2: Executive Committee:**

The Executive Committee shall consist of the elected officers, excluding the Member Liaisons, and shall make decisions and take actions on behalf of the Board of Directors in between Board meetings. Meetings of the Executive Committee shall be held at least 4 times per year, either in person or via teleconference. The President shall preside at meetings of the Executive Committee. The President may call additional meetings as the need arises.

### **Section 3: Standing Committee Structure:**

a. The Chairs of the standing committees shall be appointed by the President, with the approval of the Board of Directors. Chairs of the standing committees shall serve as members of the Board of Directors.

b. Each standing committee will have a chair and a vice chair. Qualifications to become a chair and vice chair and responsibilities of those positions will be determined by the Board of Directors.

c. Subject to approval by the Board of Directors, the Chairs of the standing committees shall suggest their Vice Chair for appointment by the President and approval by the Board of Directors.

d. The presence of a majority of the members shall constitute a quorum at any committee meeting for the purposes of doing business.

e. All committees shall prepare reports regarding committee proceedings.

f. Committees shall be required to report on activities and recommendations at Association business meetings and at meetings of the Board of Directors.

g. No committee shall have fewer than 3 members.



Section 4: Committee Formation:

- a. The President with approval of the Board may create ad hoc committees and task forces as needed. Any ad hoc committee or task force created by the Board may be terminated by the Board.
- b. The term for an ad hoc committee is 2 years, after that time it must be voted on as a standing committee or resorbed into the duties of another standing committee.
- c. A seat on the Board of Directors for an ad hoc committee is appointed by the President and approved by the Board of Directors.

**ARTICLE VIII: RESTRICTIONS ON ACTIVITIES**

Section 1: Earnings:

No part of the earnings of the Association shall inure to its members, officers, or other private persons, with two exceptions:

- The Board shall be authorized and empowered to pay reasonable compensation for services rendered in direct support of its purpose.
- The Board shall be authorized and empowered to allocate monetary awards for research and projects consistent with its mission, through a process administered by the Grants/Research Committee.

Section 2: Activities:

No part of the activities of the Association shall be directed towards influencing legislation or intervening in political campaigns.

**ARTICLE IX: OTHER PROVISIONS**

Section 1: The Fiscal Year of the Association shall be a calendar year basis (January 1 through December 31).

Section 2: The current edition of Robert's Rules of Order, Newly Revised, shall govern the Association. In case of a conflict between Robert's Rules of Order and these Bylaws, the Bylaws shall take precedence.

**ARTICLE X: DISSOLUTION OF THE ASSOCIATION**

In the event of the dissolution of the Association, the Board shall distribute all of the remaining assets of the Association to one or more not-for-profit, tax-exempt organizations. If the Board cannot decide, the applicable Court shall make the decision in the state where the principal office of the Association is then located.

**ARTICLE XI: AMENDMENTS**

Section 1: Amendments to the Bylaws may be proposed by a majority of the Board of Directors or by a petition. A petition amendment should be sent to the Vice-President for Operations and must bear the signatures of at least 15 members in good standing.

Section 2: Amendments to the Bylaws requires approval by a simple majority of the members in good standing voting on the issue. Notice of proposed



amendments, together with pro and con statements, shall be posted on the Association website 30 days prior to the vote. Voting on amendments should be conducted in conjunction with the yearly elections and may be done electronically as described in Article VI.

**Section 3:** In the event of an urgent requirement for an amendment, the Board of Directors, by a two-thirds vote, may authorize submitting a proposed amendment to the members at any time.

Adopted by the Board of Directors, June 28<sup>th</sup>, 2001

Revised August 2003

Revised June 2004

Revised October 2007

Revised October 2008

Revised January 2012

Revised October 2013

Revised November 2015

Revised October 2019

Revised November 2020

Revised October 2021

Revised October 2022

Revised October 2023