

### **AACP Process for Removal of Directors (Excluding Executive Vice President)**

AACP expects all volunteers, elected leaders and recipients of honors and awards to embody the highest standards of professional and personal ethical behavior. AACP will consider requests for referral of a Director for a vote of removal from their position by any person who would be eligible to join AACP as a member or affiliate, whether they are active AACP members or not. A request for referral of a Director for a vote of removal must include either a publicly-available investigative report that documents findings, sanctions, or actions taken or a public announcement or report of the findings of such a report or actions taken. Investigations, announcements, and reports must be by a credible body, such as an academic institution, funding agency, professional organization or society, Federal, state or local agency, or criminal or civil court. AACP will only consider requests for referral of a Director for a vote of removal filed within four years of publication of a public announcement or report of findings. Note that the four-year time limit for submitting requests for referral of a Director for a vote of removal will be waived for the first two years the AACP Honors, Awards, and Leadership Positions Policy is in effect.

#### *Director Removal Process:*

1. A request for referral of a Director for a vote of removal should be made in writing to the AACP Executive Vice President, at [EVPrefferal@aacp.org](mailto:EVPrefferal@aacp.org). The identity of the requestor will be kept confidential from anyone within or outside AACP, unless disclosure by AACP is required to meet a legal obligation.
2. A request for referral of a Director for a vote of removal must include or provide a link to the public investigative report and/or public announcement or report of findings or actions from a credible body such as an academic institution, funding agency, professional organization or society, Federal, state or local agency, or criminal or civil court. A request for referral of a Director for a vote of removal may only be made by persons who are eligible for membership or affiliate membership in AACP. Information submitted must include sufficient detail to allow verification of the information and sources. In addition, the requester must agree in writing to maintain the confidentiality of the matter until its conclusion at AACP. Throughout this process, only information submitted in the request or additional, publicly available information related to the request for referral of a Director for a vote of removal will be considered. AACP will not investigate complaints or charges not included in or publicly linked to the initial request for referral of a Director for a vote of removal.
3. The AACP Executive Leadership team, comprised of the Vice Presidents and Human Resources Professional, will conduct a preliminary review to determine if the request for referral of a Director for a vote of removal is substantive, has adequate information to support a determination, and complies with AACP policies and procedures. The AACP Executive Leadership team may be assisted by additional AACP staff, but in all cases will maintain strict confidentiality during this review. Following this preliminary review, the AACP Executive Leadership team will decide whether the request for referral of a Director for a vote of removal merits further consideration. Regardless of the Executive Leadership team decision, the AACP Executive Vice President will provide a report on the request for referral of a Director for a vote of removal to the Executive Committee of the AACP Board of Directors. In a case where the request for referral of a Director for a vote of removal involves a member of the Executive Committee, that member will be replaced with the Chair of the Council to which that Executive Committee member belongs, i.e., Council of Deans or Council of Faculties.

4. Based on the initial request, supporting information and the report from the AACP Executive Vice President, the AACP Executive Committee will decide by a majority vote whether to proceed with the referral for removal process or to dismiss the referral for removal request.
5. If the AACP Executive Committee decides to proceed with the referral for a vote of removal process, the Director named in the initial request will be given notice of the request, with the supporting documentation and the names of all Executive Committee members. The full AACP Board of Directors will also be provided with the notice of the request, the supporting documentation and the names of all Executive Committee members. The Director named in the request will be invited to respond in writing to the request, and if desired, to make an oral presentation to full AACP Board of Directors. This presentation will be limited to the Director and will not go beyond the scope of the original request and submitted documentation. The Director will be given at least two weeks to respond.
  - a. If the AACP Executive Committee decides not to proceed with the referral for a vote of removal, the AACP Executive Vice President will notify the individual who submitted the request of the decision and that the matter will not be further pursued at AACP. The Director in question will also be notified that a request was made but is not being pursued; the Director will not be given the identity of the individual who submitted the request.
6. After the deadline for responses has passed, the AACP Board of Directors will consider the original request, any responses, including the oral presentation/conference with the Director, if provided, and may also consider any other pertinent information of public or official record. The Board of Directors will discuss and vote on a motion of referral of a Director for a vote of removal. An affirmative vote of three fourths of the AACP Board of Directors is required for this motion to pass. The decision of the Board is the final decision and there is no appeal.
7. After the decision is made, the AACP Executive Vice President will prepare a report on the proceedings. The report will indicate if the motion passed or not, but neither the vote tally nor the decisions of individual members of the Board will be included. This report will be prepared in consultation with legal counsel.
8. The AACP EVP will share this the Board decision with the person who submitted the request for referral for a removal vote and the Director in question. If the Director represents an AACP Council, that Council's Administrative Board will be notified of the decision. No information regarding a referral of a Director for a vote of removal will be made public until these individuals and AACP units have been notified.
  - a. If the Director chooses to resign at this point, or any prior point in the process, the individual who submitted the request will be notified and the process of referring the Director for a vote of removal, or of considering the Director for referral for a vote of removal, will end.
9. If the Board votes to refer a Director for a vote of removal, the vote will be held in a manner consistent with provisions of the Virginia Nonstock Corporation Act, which requires that a Director be removed at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the director. A secure, electronic vote on removal of the Director will be taken during this meeting, which may be virtual. Meeting attendees will be provided with the original request, any responses, and the final report of the AACP Executive Vice President.
  - a. Each of the President, the President-elect, the Immediate Past President and the Treasurer may be removed by the majority vote of the active individual members of this Association;
  - b. The Speaker of the House of Delegates may be removed by the majority vote of the delegates present and voting at any meeting of this Association's House of Delegates;
  - c. Each of the Chair, the Chair-elect and the Immediate Past Chair of this Association's Council of Deans may be removed by the majority vote of the members of this Association's Council of Deans;
  - d. Each of the Chair, the Chair-elect and the Immediate Past Chair of this Association's Council of Faculties may be removed by the majority vote of the members of this Association's Council of Faculties; and

- e. Each of the Chair, the Chair-elect and the Immediate Past Chair of this Association's Council of Sections may be removed by the majority vote of the members of this Association's Council of Sections.
10. Following removal of a Director, the vacated position will be filled in accordance with the bylaws of the relevant AACP unit for filling vacated positions.

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