

**ASSOCIATION OF COMMUNITY
COLLEGE TRUSTEES**

BOARD OF DIRECTORS HANDBOOK

CHAPTER I

BYLAWS

Updated: October 2011

Association of Community College Trustees

BYLAWS

ARTICLE I – PURPOSE/MISSION AND GOALS

Incorporated on August 7, 1972, the Association of Community College Trustees “is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.”

Within the spirit of the Association’s Articles of Incorporation, the Board of Directors will develop and modify, as appropriate, the Purpose or mission and Goals or outcomes of the Association. Upon approval by the Board of Directors, these statements will be incorporated into these Bylaws by the president of the Association along with the date of adoption.

PURPOSE/MISSION

The Mission of ACCT is:

Promoting effective board governance through advocacy and education.

[Adopted 7-27-03]

GOALS

In order to achieve our mission:

- We will enhance our knowledge and skills to master our role as board members.
- We will develop and affect public policy for the achievement of the mission and goals of our institutions.
- We will exemplify a standard of leadership behavior that is ethical and embraces diversity.

- We will ensure that all persons have the opportunity to succeed through access to quality education and services.
- We will provide policy leadership in support of community economic development.

ARTICLE II - MEMBERSHIP

Section 1. Voting Members

Governing and advisory boards of accredited not-for-profit community-based postsecondary educational institutions that primarily offer programs other than baccalaureate, graduate and professional degrees, including boards of state systems that include such institutions, are eligible to become Voting Members of the Association.

Amended by the ACCT Senate, October 9, 2009

Section 2. Associate Members

An individual or organization is eligible to become an Associate Member of the Association with the approval of the Board of Directors. Associate Members are non-voting members.

Section 3 Lifetime Members

An individual may be designated a Lifetime Member by the Board of Directors. Lifetime members are non-voting members.

Section 4. Honorary Members

The Board of Directors may elect an individual to be an Honorary Member for outstanding service to the Association. Honorary Members are non-voting members.

Section 5. Termination

- a. A Voting Member may be terminated upon the recommendation of the Board of Directors, by a majority of the voting delegates present and voting at a Senate meeting.
- b. An Associate Member may be terminated by a two-thirds vote of the Board of Directors.

ARTICLE III - DUES

Section 1. Annual Dues

- a. The Board of Directors must annually consider the financial needs of the Association, and may, if necessary, by a vote of two-thirds of its members, increase the Annual Dues. All Voting Members shall pay annual dues based on fall headcount enrollment of those students taking courses for credit. Voting Members from colleges not in the United States shall pay annual dues as authorized by the Board of Directors.
- b. All Associate and Lifetime Members shall pay such dues as are established by the Board of Directors.
- c. The fiscal year of the Association shall be July 1 to June 30.

Section 2. Non-payment of Dues

All privileges of membership are automatically suspended for any Member whose dues are not paid at the time of registration at the Annual Community College Leadership Congress. Members so suspended are automatically reinstated upon payment of the current year's dues.

ARTICLE IV - ANNUAL MEETING

The Annual Meeting of the Association, as defined in Article V, Section 4a (hereafter referenced as Annual Meeting of the Senate), shall be held at such time and place as the Board of Directors may determine. Written notice of the meeting shall be given to all Voting Members and Associate Members not less than ninety days before the meeting.

ARTICLE V – SENATE

Section 1. Composition and Powers

The Senate shall have the full authority of the membership. The Senate shall be composed of the voting delegates of the Voting Members of the Association and shall have the following powers:

- a. Determination of the eligibility of its own membership.

- b. Request reports from the Board of Directors of the Association.
- c. Adoption of positions, resolutions and recommendations pertinent to the objectives of the Association.
- d. Adoption of amendments to these Bylaws.
- e. Delegation to the Board of Directors any of its powers except those of adoption of amendments to these Bylaws, the termination of a Voting Member, and the adoption of positions or resolutions of the Association.
- f. Conduct of any other business of the Association.

Section 2. Voting Delegates

- a. Voting Members shall be represented at Senate meetings only by voting delegates.
- b. A voting delegate must be a member of a Voting Member.
- c. Voting Members shall be entitled to voting delegates as follows:

<u>Headcount Enrollment</u> <i>(full and part-time for credit)</i>	<u>Voting Delegates</u>
1- 20,000	1
20,001- 40,000	2
over 40,000	3

- d. Voting Members may designate for each voting delegate an alternate who may serve as the voting delegate in the absence of any voting delegate from the same Voting Member.

Section 3. Certification of Delegates

The president shall notify Voting Members of the number of voting delegates to which they are entitled at any meeting of the Senate and the date before which certification of delegates must be made. Voting Members shall certify to the president of the Association the names of their voting delegates and alternates before the designated deadline for such certification.

Section 4. Meetings

- a. The Senate shall hold at least one meeting annually. Such annual meeting of the Senate shall be the Annual Meeting of the Association. The Senate may hold special meetings on thirty days written notice, upon call of the chair or by a majority of the Board of Directors, at such places as the chair or the Board of Directors may designate.
- b. The agenda for meetings of the Senate shall be the responsibility of the Board of Directors.
- c. The agenda shall be mailed by the president to each Voting Member at least thirty days before the Annual Meeting of the Senate. The agenda for special meetings of the Senate shall be mailed with the notice of the meeting.

Section 5. Senate Vote

- a. Voting Members shall have the right to one vote for each voting delegate present when the vote is taken. No delegate shall vote by proxy.
- b. A quorum shall consist of one-fourth of the full voting strength of the Senate.

Section 6. Officers of the Senate

The officers of the Senate shall be a chair and a secretary. The chair and secretary-treasurer of the Association shall serve as the chair and the secretary, respectively, of the Senate. The chair may appoint such other officers as may be needed.

Section 7. Resolutions

- a. Proposed resolutions relating to governance of the Association shall be submitted in writing to the Governance and Bylaws Committee, through the president, no later than July 1 of that year. Proposed resolutions may be submitted by a Voting Member, the Board of Directors, or by the Governance and Bylaws Committee.
- b. The Governance and Bylaws Committee shall study all proposals received and shall forward with comments to the Board of Directors. The Board of Directors shall prepare a report of its recommendations. Such report shall be distributed to the Voting Members of the Association no later than thirty days in advance of the Senate meeting at which the resolutions shall be considered.
- c. Proposed resolutions following the process of paragraphs a. and b. above must have a

majority vote of the voting delegates present and voting to be adopted.

- d. Proposed resolutions not meeting the requirements set forth above may be considered by the Senate under the following procedure:
 1. The proposed resolution must be submitted to the president in writing, signed by the voting delegates of at least five Voting Members, prior to the Senate meeting.
 2. The Senate must suspend the rules, without debate, by a three-fourths favorable vote of the voting delegates present and voting.
 3. The proposed resolution must be adopted by a two-thirds favorable vote of the voting delegates present and voting.
- e. Resolutions adopted by the Senate shall expire on the termination date set in the Resolution, or if there is not a termination date, three years after the date of adoption, unless re-authorized by the Senate.

ARTICLE VI - REGIONS

Section 1. Purpose of Regions

Regions shall be established for the purpose of providing geographical representation on the Board of Directors and promoting participation in the affairs of the Association by the Voting Members.

Section 2. Designation of Regions

There shall be five regions composed of the following areas:

NORTHEAST REGION: Connecticut, Delaware, District of Columbia, Maine, Massachusetts, Maryland, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island and Quebec.

SOUTHERN REGION: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, West Virginia, Virginia, Puerto Rico and Virgin Islands.

CENTRAL REGION: Indiana, Illinois, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin and Ontario.

WESTERN REGION: Colorado, Kansas, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Wyoming, Alberta, Manitoba, Northwest Territory, Nunavut Territory, and Saskatchewan.

PACIFIC REGION: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, American Samoa, Guam, the Commonwealth of the Northern Mariana Islands, British Columbia and Yukon Territory.

Section 3. Other Countries

International Voting Members from other countries shall be assigned to a region in closest proximity to the Voting Member's country by the Board of Directors.

Section 4. Regional Chairs

Members of the Board of Directors from each region shall elect a regional chair for that region following the annual election of officers by the Board of Directors. A regional chair must be a Voting Member of the Board of Directors from that region. Vacancies occurring within this office must be filled within 45 days by a vote of the Directors of that region.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Duties

The Voting Members of the Association shall be represented by the Board of Directors. The Board of Directors shall establish policies that supervise, control and direct the affairs of the Association within the limits of and consistent with these Bylaws and Resolutions promulgated by the Senate.

Section 2. Composition

- a. The composition of the Board of Directors shall be as follows:
 1. Fifteen members elected by the regions on the basis of three from each region.
 2. Nine members elected at large by the Senate.
 3. Two members may be appointed by the chair; subject to the approval of the Board of Directors.

- b. The immediate past chair, if not a regular member of the Board of Directors, shall be a member of the Board of Directors with voting rights.

Section 3. Eligibility

Each member of the Board of Directors at the time of election or appointment must be a member of a Voting Member. Each member of the Board of Directors must be a member of a Voting Member as defined in ARTICLE II, Section 1. No more than one (1) member from any member board may serve as an elected member on the ACCT Board of Directors at the same time.

Amended by the ACCT Senate, October 31, 2008

Section 4. Nominations and Elections

- a. Regional Nominating Committees for the nomination of Directors of the Association shall be composed of five members each. These members shall be elected from the Voting Members of that region at caucuses held during the Annual Community College Leadership Congress of the Association. No more than one member shall be from the same state. Vacancies shall be filled by the regional chair. A member of the Board of Directors cannot serve as a member of a Nominating Committee. A Nominating Committee member, in order to be interviewed by the Nominating Committee, must tender his/her resignation in writing to the regional chair postmarked 30 days prior to the scheduled Nominating Committee meeting. Nominating Committee members shall serve for two years on staggered terms. They may serve more than one term, but terms may not be consecutive. The chair of each Nominating Committee shall be elected by the respective Nominating Committee at the close of the Regional Caucus.
- b. The Nominating Committees shall meet and nominate one or more nominees for Director from that region. Three members of the Nominating Committee shall constitute a quorum. Nominating Committee members must be present in order to vote. A Nominating Committee member may sit in review of a candidate who is a fellow trustee from his or her Voting Member district, but may not participate in the voting for that candidate.
- c. Nominations of candidates for Directors-at-Large may be made in writing by Voting Members or Regional Nominating Committees by submission of such name or names to the president no later than July 1 of that year.
- d. Nominations may be made from the floor on any election in accordance with rules promulgated by the Senate.

Amended by the ACCT Senate, October 14, 2011

- e. The president shall transmit to the Voting Members the list of nominees, together with pertinent biographical information, at least thirty days prior to the Annual Meeting of the Senate.
- f. Each region shall, at a Regional Caucus held during the Annual Community College Leadership Congress, prior to the Senate Meeting, elect a Director(s) from that region.
- g. Directors-at-Large shall be elected at the Annual Meeting of the Senate.
- h. A majority of ballots cast is necessary for election as Director. On any ballot, voting delegates may cast as many votes as there are positions to be filled. On any ballot only one vote may be cast for a candidate. If one or more candidates is/are elected on any ballot then all remaining candidates shall continue to be eligible for election to any position remaining to be filled. If no person is elected on any ballot, then the candidate receiving the lowest number of votes on that ballot shall be dropped before the next ballot.

Section 5. Duration of Office

- a. Each elected Director shall serve for a term of three years, and the term shall end with the installation of a successor during the Annual Community College Leadership Congress.
- b. Each appointed Director shall serve until the close of the next Annual Meeting of the Senate.
- c. The twenty-four elected Directors shall be divided into three classes of eight Directors each, determined by the expiration of their term of office, one class of Directors to be elected each year.
- d. No Director shall serve more than six consecutive years and is not eligible for re-election or appointment to the Board of Directors until at least one year has elapsed, except as follows:
 - 1. The immediate past chair shall be eligible to serve one additional year on the Board of Directors as provided in ARTICLE VII, Section 2b, of the Bylaws even though the six consecutive year maximum has been completed. After the term as immediate past chair has been completed, if the six consecutive year maximum has elapsed, the Director is not eligible for re-election or appointment to the Board of Directors until at least one more year has elapsed.

2. A Director who may have one or two years remaining on an elected term may serve out that term even though the six consecutive year maximum has been completed. After that term is completed, the Director is not eligible for re-election or appointment to the Board of Directors until at least one year has elapsed unless the provisions for immediate past chair apply.

Section 6. Non-Compensation

No member of the Board of Directors acting in the capacity of an Officer or Director shall receive compensation for services rendered. Expenses incurred by Board of Director's members in carrying out the business of the Association may be paid by the Association, in accordance with the rules and procedures adopted by the Board of Directors.

Section 7. Meetings

The Board of Directors shall hold an annual meeting at the close of the Annual Meeting of the Senate and at least one other meeting annually at such time and place as determined by the chair and president. Additional meetings may be held upon ten days written notice on the call of the chair or by the written request of a majority of the members of the Board of Directors.

Section 8. Quorum and Voting

- a. A quorum shall consist of one-half of the voting members of the Board of Directors.
- b. No Director shall vote by proxy.

Section 9. Vacancies

Any vacancy occurring on the Board of Directors may be filled by appointment by the chair of the Association subject to the approval of the Board of Directors. Regional Director vacancies shall be filled from the same region. Appointments shall be effective until the close of the next Annual Community College Leadership Congress. An election must be held by the Regional Caucus or the Senate (whichever is appropriate) at the next Annual Community College Leadership Congress to fill the unexpired term.

ARTICLE VIII - OFFICERS OF THE ASSOCIATION

Section 1. Titles

The officers of the Association shall be chair, chair-elect, vice-chair and secretary-treasurer.

Section 2. Election, Qualification and Terms of Office

The Board of Directors shall determine the election processes, qualifications, and limits on the terms of office for the officers of the Association.

Section 3. Officer Responsibilities

The Board of Directors shall determine the duties of the officers of the Association, which shall include the following.

- a. The chair shall preside at all meetings of the Senate.
- b. The chair-elect or the vice-chair, in the order listed, shall perform the duties of the chair in the case of absence or the inability or refusal to act.
- c. The secretary-treasurer shall serve as secretary to the Senate.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Composition, Function and Responsibilities

There shall be an Executive Committee composed of the chair, chair-elect, vice-chair, secretary-treasurer and the immediate past chair of the Association.

The Executive Committee shall have and exercise all powers and authority granted by the Board of Directors or by these Bylaws, which shall include:

- a. Between meetings of the Board of Directors, the Executive Committee shall have the powers of the Board of Directors to the extent provided by action of the Board of Directors.

- b. The Executive Committee shall recommend the appointment and compensation of the president to the Board of Directors.

ARTICLE X - COMMITTEES

Section 1. Appointment

The chair, with the approval of the Board of Directors, shall appoint such committees of the Association as seem advisable.

Section 2. Governance and Bylaws Committee

There shall be a Governance and Bylaws Committee composed of three or more members. The Governance and Bylaws Committee shall perform the duties assigned in ARTICLES V and XIV, and those assigned by the Board of Directors.

ARTICLE XI - EXECUTIVE STAFF

Section 1. Employment

There shall be a chief executive officer with the title of president, whose appointment shall be recommended by the Executive Committee and approved by the Board of Directors.

The president shall serve as an assistant secretary-treasurer of the Association and shall be responsible for all funds and financial records of the Association.

ARTICLE XII - FISCAL PROCEDURES

Section 1. Annual Budget

The Board of Directors shall adopt an annual budget and shall establish policies for its development.

Section 2. Loans

No loan shall be contracted on behalf of the Association, and no negotiable paper other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

Section 3. Audit and Annual Financial Report

The Board of Directors shall appoint an independent certified public accountant to audit the financial records of the Association and submit an annual audit report. An annual financial report shall subsequently be published.

ARTICLE XIII - LIABILITY

Section 1. Limitations of Liability

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, Director, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, Director, agent or employee of the Association, nor shall any member, officer, Director, agent or employee be liable for his act or failure to act under these Bylaws excepting the acts of omissions to act arising from his willful misfeasance.

Section 2. Indemnification

The Association shall indemnify any and all of its Directors, or officers, or former Directors or officers or any person who may have served at its request, or by its election as a Director or another corporation against expenses actually necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director, or officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director, or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 3. Insurance

The Association may purchase and maintain insurance on behalf of any and all of its Directors or officers or former Directors or officers or any person who has served at its request or by its election as a Director or officer of another corporation against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been Directors or a Director or officer of the corporation, or such other corporation whether or not the corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.

ARTICLE XIV - AMENDMENTS

Section 1. Origination

Proposed amendments to the Bylaws may be submitted in writing by: the Executive Committee, the Governance and Bylaws Committee, the Board of Directors, or at least five Voting Members.

Section 2. Procedure

- a. Proposed amendments shall be submitted in writing no later than July 1 of that year to the Governance and Bylaws Committee, through the president, unless proposed by said committee, for its consideration and its recommendations to the Board of Directors. Upon approval or disapproval by the Board of Directors, the proposal will be forwarded to the Senate for action with the Board of Director's recommendations.
- b. If the Governance and Bylaws Committee recommends modification of a proposal and the Board of Directors approves the modification or approves an alternative modification, the sponsor shall be so notified of the proposed modification. Should the sponsor find the modification unacceptable, the original proposal, together with the Board of Director's recommendation, shall be submitted to the Senate for action.
- c. Written notice of the proposed change shall be sent to each Voting Member at least thirty days prior to the Annual Meeting of the Senate.
- d. The Senate shall consider all proposed amendments which meet the requirements and any proposed amendment shall require a two-thirds vote of those present and voting to be adopted.
- e. An amendment becomes effective at the close of the Senate meeting at which it was adopted.

ARTICLE XV - RULES OF ORDER

All meetings of the Senate, Board of Directors and Executive Committee and all Regional Caucuses shall be conducted in accordance with the latest edition of Roberts Rules of Order when not in conflict with these Bylaws or with rules of procedure adopted by the Senate or Board of Directors.

ARTICLE XVI - NON-PROFIT STATUS

Section 1. Operational Limitations

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code 1954 (or by corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. Inurement of Income

No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, Directors, officers, or other private persons except that the Association is authorized and empowered to pay reasonable compensation for services rendered.

Section 3. Legislative or Political Activities

The Association will comply with the IRS Requirements for non-profit organizations by voluntarily reporting legislative and political activities under a 501H Status and shall act in a manner consistent with all applicable IRC restrictions. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Dissolution Clause

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal

Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the state in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII - MEETINGS: TELECONFERENCE/ELECTRONIC COMMUNICATIONS MEDIA

The Board of Directors, Executive Committee, standing committees, special committees, and subcommittees of the Board of Directors are authorized to meet via electronic communication media so long as all members may participate.