

# Constitution & Bylaws

## **ARTICLE I – NAME**

The name of this organization shall be the Council of Colleges of Arts & Sciences with the abbreviation CCAS.

## **ARTICLE II – PURPOSE**

### **Section 1: MISSION STATEMENT**

CCAS is a deans leadership organization that creates opportunities to network with other deans, fosters academic excellence and innovation, offers professional and career development, provides resources and best practices, responds to current issues of relevance to higher education, and advocates for learning in the tradition of the liberal arts and sciences.

### **Section 2: ORGANIZATIONAL PURPOSE**

The Council is organized exclusively for charitable, educational, and scientific 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, or the corresponding section of any future federal tax code.

### **Section 3: RESTRICTIONS ON ACTIVITIES AND POLITICAL INVOLVEMENT**

No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by a Council exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Council, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE III – MEMBERSHIP

### Section 1: QUALIFICATION

Membership in CCAS shall be open to regionally accredited higher education institutions that offer post-secondary degrees in the arts, humanities, social sciences, or the sciences.

### Section 2: MEMBERSHIP DEFINITIONS

- A. **Members in Good Standing:** Members in good standing are defined as institutions that have paid membership dues for the current membership year, as determined by the Board of Directors.
- B. **Voting Member:** Each member institution shall designate one (1) representative serving in the position of dean, associate dean, or assistant dean to be the voting member.

### Section 3: OTHER ORGANIZATIONS

Institutions or organizations which support the mission of CCAS but do not qualify for membership may be admitted as non-voting members as directed by the Board of Directors.

## ARTICLE IV – BOARD OF DIRECTORS

### Section 1: ROLE

The governance, oversight, and operations of the Council will be vested in a Board of Directors. The Board shall establish policies, procedures, and rules of order to effectively manage the Council. The Board may delegate responsibilities to staff or committees as necessary and appropriate.

### Section 2: COMPOSITION

The Board shall consist of up to twelve (12) deans, associate deans, or assistant deans from member institutions in good standing. At least one (1) associate dean or assistant dean shall be elected to the Board each year. In addition, the elected Officers outlined in these Bylaws shall also serve as voting members of the Board. The Executive Director will serve as an ex-officio, non-voting member. The Host Institution Liaison will serve as an ex-officio, non-voting member.

**A. Eligibility:**

- (1) Any dean, associate dean, or assistant dean from a member institution shall be eligible to be elected to the Board, provided they meet the qualifications as established by the Board of Directors.
- (2) Board members must remain affiliated with a member institution and continue to meet the qualifications in effect at the time of election.

**Section 3: TERMS**

All Board members shall serve a three-year term and may serve an unlimited number of non-consecutive terms, but a maximum of two (2) consecutive terms. A Board member who is appointed to a vacancy may be elected to an additional two (2) consecutive three-year terms.

**Section 4: QUORUM AND VOTING**

The Board of Directors is the governing body of CCAS. Decisions of this body shall be reached and become effective upon a majority vote of the Board members present, provided that a quorum exists. To have a quorum, two-thirds (2/3) of the Board members must be present.

Whenever an electronic vote is necessary to reach a decision, the Executive Director and Host Institution Liaison shall manage the matter. In an electronic vote, two-thirds (2/3) of the Board members must submit a vote.

**Section 5: COMPENSATION**

The members of the Board receive no compensation other than reimbursement for reasonable and documented expenses.

**ARTICLE V – OFFICERS**

**Section 1: ROLES**

The officers of the Board of Directors shall be a President, a Past President, a President-Elect, and a Treasurer. The officers shall perform duties, serve terms and shall be elected as set forth in the bylaws and as directed by the Board of Directors.

## **Section 2: PRESIDENT, PRESIDENT-ELECT AND PAST-PRESIDENT**

The President shall be the chief officer of the Council and shall direct all agents in carrying out the processes and services of the Council. The President shall serve as Chair of the Board of Directors. The President shall serve a one-year term, preceded by a one-year term as President-Elect and followed by a one-year term as Past President.

### **A. Eligibility:**

- (1) Any dean, associate dean, or assistant dean of a member institution shall be eligible for election, subject to the qualifications established by the Board of Directors.
- (2) The President, President-Elect, and Past President shall remain affiliated with a member institution and shall continue to meet the qualifications in effect at the time of election throughout their respective terms of office.

## **Section 3: TREASURER**

The Treasurer shall be appointed by a majority vote of the Board of Directors and shall serve a three (3) year term. If they are not an elected Board member, they shall be a non-voting ex officio member of the Board and perform those duties prescribed by the Board. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to Board Members and the membership and ensure that appropriate financial records are maintained.

### **A. Eligibility:**

- (1) Any dean, associate dean, or assistant dean from a member institution shall be eligible to be appointed Treasurer, provided they meet the qualifications as established by the Board of Directors.
- (2) The Treasurer must remain affiliated with a member institution and continue to meet the qualifications in effect at the time of appointment.

## **Section 4: COMPENSATION**

The officers receive no compensation other than reimbursement for reasonable and documented expenses.

## **ARTICLE VI – ELECTIONS**

### **Section 1: METHOD**

The election of Officers and Board Members shall be conducted by electronic ballot. The ballot shall include the option for write-in candidates and shall be distributed to the membership no earlier than fourteen (14) days prior to the commencement of the Annual Meeting. Ballots must be submitted by the deadline published by the Council, which shall be no later than the day preceding the Annual Business Meeting.

The election shall be administered by the Executive Director in accordance with procedures established by the Board of Directors. Following the close of voting, ballots shall be verified and tabulated, and the election results shall be announced to the membership.

Elections shall be determined by a plurality of votes cast. In the event of a tie among candidates, a run-off election shall be conducted. Run-off ballots shall include only those candidates who have received an equal number of votes, and the results of the run-off shall determine the outcome of the election.

### **Section 2: VOTING RIGHTS**

Each institution that has paid its annual dues before ballot distribution shall have one vote, and the ballot shall be distributed to the institution's Voting Member.

### **Section 3: TERMS**

Officers and Board members elected to office shall begin their term at the conclusion of the Annual Meeting and shall serve until the close of the Annual Meeting marking the end of their elected term.

## **ARTICLE VII – REMOVAL AND VACANCIES**

### **Section 1: REMOVAL FROM OFFICE**

Any elected or appointed officer or director may be removed from office for just cause by a three-quarters (3/4) vote of the Board of Directors. Just cause shall include, but not be limited to, violation of organizational policy, failure to uphold professional standards, or failure to perform the duties of the position.

A removal vote shall occur only upon the filing of a formal complaint, adherence to the Council's disciplinary process, and presentation of final recommendations to the Board.

Any vacancy created by removal shall be filled in accordance with Section 2 of this Article.

## Section 2: VACANCIES

If an elected position becomes vacant, whether by removal, resignation, or other cause, the President shall nominate a qualified candidate, subject to approval by the Board of Directors, to serve the remainder of the unexpired term, except as otherwise provided in this Section.

- A. **President.** In the event of a vacancy in the office of President, the Past President shall assume the duties of the President and complete the remainder of the unexpired term.
- B. **President-Elect.** In the event of a vacancy in the office of President-Elect, a special election shall be held by the membership at the earliest possible time. The newly elected President-Elect shall complete the remainder of the progression of the vacated term.
- C. **Past President.** In the event of a vacancy in the office of Past President, the President may either assume the duties of the Past President or nominate a qualified member, subject to approval by the Board of Directors, to serve the remainder of the unexpired term. Such member shall be considered an elected member of the Board.
- D. **Treasurer.** In the event of a vacancy in the office of Treasurer, the President shall nominate a qualified candidate, subject to approval by the Board of Directors, to serve.
- E. **Secretary.** In the event of a vacancy in the office of Secretary (outlined in Article IX, Section 1A), the Past President shall assume the responsibilities of the Secretary.
- F. **Board of Directors.** In the event of a vacancy on the Board of Directors, the President shall nominate a qualified candidate, subject to approval by the Board of Directors, to serve the remainder of the unexpired term. If the vacancy occurs within six (6) months of the term's conclusion, the position shall remain vacant until the next regular election cycle. Such members shall be considered elected members of the Board.

## ARTICLE VIII – HOST CAMPUS

### Section 1: HOST INSTITUTION

The Council shall maintain its principal office on a Host Institution campus. The Host Institution shall provide any necessary resources as determined by agreement between the Council and the Host Institution.

## Section 2: HOST CAMPUS LIAISON

The Host Campus Liaison shall be defined by the Memorandum of Understanding between the Council and the Host. The Host Campus Liaison shall serve as a non-voting, ex-officio member of the Board of Directors.

## ARTICLE IX – STAFF

### Section 1: EXECUTIVE DIRECTOR

The Executive Director shall be hired by and serve at the discretion of the Board of Directors and shall be an employee of the Host Institution. The Executive Director shall have day-to-day responsibility for the management and operations of the Council, including implementation of the strategic priorities, goals, and policies established by the Board of Directors. The Executive Director shall attend all meetings of the Board, provide regular reports on the progress of the Council, respond to questions from the Board, and carry out such duties as are described in the position description or as may be assigned by the Board.

The Executive Director shall report to the Board of Directors collectively, at the direction of the Executive Committee.

- A. **Secretary of the Board:** Unless otherwise directed by the Board, the Executive Director shall also serve as Secretary of the Board and shall be responsible for recording and maintaining the minutes of all meetings of the Board of Directors.
- B. **Performance Evaluation:** The Executive Director shall be subject to an annual performance evaluation conducted by the Board of Directors, or by a committee or officers designated by the Board. The evaluation shall assess the Executive Director's effectiveness in carrying out the duties of the office, advancing the Council's mission, and implementing the goals and policies established by the Board. The results of the evaluation shall be reviewed with the Executive Director and used to inform continued employment, compensation, and professional development.
- C. **Compensation:** The compensation of the Executive Director shall be reviewed and approved annually by the Board of Directors, or by a committee or officers designated by the Board, consistent with applicable host institution policies, laws, regulations, and best practices for nonprofit organizations.

- D. **Removal:** The Executive Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, such action serves the best interests of the Council. Removal from office by the Board shall direct the Host Institution to take appropriate employment action consistent with its personnel policies.

## **Section 2: OTHER STAFF**

The Executive Director shall oversee the management of staff and shall have authority over all personnel matters, including but not limited to hiring, termination, supervision, training, delegation of duties, and evaluation of performance.

## **Section 3: CONTRACTED SERVICES**

The Council may engage independent contractors, consultants, or professional service providers as necessary to carry out its operations and advance its mission. The Executive Director shall have authority to retain such services within the limits of the approved budget, subject to oversight and approval by the Board of Directors when required.

## **ARTICLE X – COMMITTEES**

- A. **Executive Committee:** The Executive Committee shall include the officers of the Board of Directors: President, President-Elect, Past-President, and Treasurer. The Executive Director will serve as an ex-officio, non-voting member. The Executive Committee shall meet regularly to provide advice and counsel to the Executive Director on the regular operations of the Council. This committee does not have the power to amend the Articles of Incorporation, Bylaws, or policies but has the authority of the Board of Directors in the intervals between meetings. Any action or actions proposed by a member or members of the Executive Committee may be referred to the Board of Directors by any single member of the Executive Committee.
- B. **Finance Committee:** The Finance Committee shall be chaired by the Treasurer and shall include the President, the President-Elect, and no fewer than three (3) additional members, with the Executive Director serving as an ex officio, non-voting member. The functions of the Finance Committee shall include reviewing financial policies and procedures, monitoring the financial stability of the Council, and advising the staff and Board of Directors on the development of the annual operating budget. The Committee shall make recommendations to the Board of Directors regarding financial policies, budget adoption, and other matters affecting the fiscal health of the Council.



- C. Governance Committee:** The Governance Committee shall be chaired by the Past President and shall consist of no fewer than three (3) additional members of the Board of Directors, appointed by the President. Members of the Governance Committee must have served at least one (1) year on the Board of Directors prior to appointment. The functions of the Governance Committee shall include nominating candidates from the membership to serve as members of the Board of Directors, evaluating and recommending changes to the structure and processes of the Board as necessary, and conducting periodic reviews of governing documents of the Council.
- D. Standing Committees:** The Board shall create and direct any standing committees in accordance with the Council's mission and strategic plan. Standing committees will be outlined in the policy manual with a membership structure and committee charge. All standing committees will have a chair and no fewer than three (3) additional members.
- E. Ad Hoc Committees and Task Forces:** Ad hoc committees and task forces are appointed as needed by the President, in consultation with the Board. The charge of each ad hoc committee shall specify a date by which the committee's work is to be completed. Unless the President acts to extend the term of the committee, it is dissolved on the date specified.

## **ARTICLE XI – GENERAL LIMITATIONS AND PROVISIONS**

### **Section 1: BENEFIT**

No member, officer or director shall have any right, title, or interest in or to the assets of the Council, and no part of the above shall inure to the benefit of the same except for payment of reasonable compensation for services and property or the reimbursement of expenditures made for and on behalf of the Council in keeping with its authorized exempt objectives.

### **Section 2: CONFLICTS OF INTEREST**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Council to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **Section 3: INDEMNIFICATION**

The Council shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Council against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Council; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Council and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE XII – RULES OF ORDER AND AMENDMENT PROCEDURE**

### **Section 1: RULES OF ORDER**

The current edition of Robert's Rules of Order Newly Revised shall be the authority in all questions of procedure unless otherwise determined by the Board of Directors. The Past President shall serve as the parliamentarian of the Council and shall resolve questions of order and procedural disputes, consistent with the rules of order adopted by the Board of Directors. In the absence of a Past President, the President will designate a parliamentarian as necessary.

## **Section 2: GOVERNING DOCUMENTS & AMENDMENTS**

The governing documents of the Council are the Articles of Incorporation, these Bylaws and the CCAS Policy Manual.

The Articles of Incorporation and Bylaws may be amended at any time by a two-thirds (2/3) vote of the Board of Directors. Any such amendment shall not take effect until it has been presented to the membership and ratified by a plurality of the votes cast by member institutions in good standing through an electronic ballot.

The CCAS Policy Manual may be amended by the Board of Directors with a majority vote of the Board of Directors and shall take effect immediately.

## **ARTICLE XIII – DISSOLUTION**

### **Section 1: METHOD OF DISSOLUTION**

The term of the Council shall be perpetual, unless it shall be dissolved by a two-thirds (2/3) vote of the Board of Directors or as otherwise provided by law.

### **Section 2: DISTRIBUTION OF ASSETS:**

Upon the dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Council, distribute all remaining assets of the Council exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be distributed to a nonprofit organization or organizations organized and operated exclusively for purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

**TO BE APPROVED BY MEMBERSHIP**