

## CCAS CONSTITUTION

### ARTICLE I: **NAME**

This organization shall be called the Council of Colleges of Arts & Sciences.

### ARTICLE II: **PURPOSES**

This Council is established as a non-profit organization to provide its member institutions through their appropriate representatives: (1) a forum for discussing common problems of higher education as these relate to the Arts and Sciences; (2) an agency to encourage, initiate, and support programs and activities to improve the intellectual stature and the public understanding of the disciplines of the Arts and Sciences; and (3) a medium for the dissemination of the results of Council deliberations and other information deemed essential to the continuing intellectual and educational strength of the Arts and Sciences. However, no substantial part of the activities of the Council shall be designed to influence legislation or the election of candidates known to be preferentially favorable to the Arts and Sciences.

### ARTICLE III: **MEMBERSHIP**

The membership of this organization shall consist of the following: (1) regionally accredited Colleges, Schools, and Divisions of Arts and Sciences that grant the baccalaureate degree and (2) such institutions or organizations as may subsequently be admitted under provisions of the By-Laws. Institutional representatives are those who have primary responsibility for overseeing programs and courses in the Arts and Sciences.

### ARTICLE IV: **VOTING RIGHTS**

Each institution that has paid its annual dues shall have one vote.

### ARTICLE V: **OFFICERS**

The officers of this organization shall be a president, a past president, a president-elect, a treasurer, and a Board of Directors. The officers shall perform duties, serve terms and shall be elected as set forth in the By-Laws.

### ARTICLE VI: **MEETINGS**

An Annual Meeting shall be held at a time and place to be determined by the Board of Directors.

### ARTICLE VII: **DUES**

The annual dues of the organization shall be set by the Board of Directors, but may not be adjusted more frequently than once every three years, or by more than 15% in a single adjustment without ratification by two-thirds of the members responding on a mail or electronic ballot.

## **ARTICLE VIII: FISCAL POLICIES**

No part of the income of the Council shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Council may pay reasonable compensation for services rendered and make payments in the furtherance of the purposes set forth in Article II hereof. Upon the dissolution of the Council the Board of Directors shall, after providing for the payment of all liabilities of the Council, dispose of all assets of the Council exclusively for the purposes set forth in Article II hereof through an agency or agencies which shall at that time qualify as tax-exempt under appropriate sections of the Internal Revenue Code.

## **ARTICLE IX: AMENDMENTS**

Amendments to the Constitution can be adopted by a three-fourths majority of those member institutions present and voting at an Annual Business Meeting, or on a mail or electronic ballot by a two-thirds majority of those member institutions responding. Proposals to amend may be initiated by the Board of Directors or by a petition presented through the Board signed by at least ten member institutions. Amendments shall be acted upon only after written notice of at least fourteen days.

## **ARTICLE X: BYLAWS**

The Organization may adopt Bylaws for the conduct of its affairs that are consistent with this Constitution. Such Bylaws may be accepted, repealed or amended at any Annual Meeting by a two-thirds majority vote of those member institutions present and voting, or by mail or electronic ballot by a simple majority of those member institutions responding. Amendments shall be acted upon only after written notice of at least fourteen days.

## **CCAS BYLAWS**

### **ARTICLE I: BOARD OF DIRECTORS**

- a. There shall be a Board of Directors consisting of twelve persons elected from and by the representatives of the member institutions for three-year terms each plus four *ex officio* members as specified in Articles II, III, IV, and V. Board members shall be the administrative heads of those educational units eligible for membership or deans of Arts and Sciences. Associate/Assistant Deans of Arts and Sciences units are eligible to be elected to the Board as term representatives. At least two positions will be dedicated to Associate and Assistant Deans.
- b. Election to the Board shall take place at the Annual Meeting; a plurality of those present and voting shall be necessary for election. Election shall be by ballot distributed at the time of in-person final registration at the Annual Meeting. The ballot shall include the option of write-in candidates. Ballots shall be cast by the deadline published in the Annual Meeting program. Subsequent to the deadline, the votes shall be counted and the election results shall be announced at the Annual Business Meeting.

- c. If a vacancy occurs on the Board, the President, in consultation with the Board, shall make an appointment to fill the unexpired portion of the term of the person vacating the Board. In making replacement appointments initial consideration shall be given, in order of votes received, to candidates from the election held at the preceding Annual Meeting. The term of the newly appointed director shall begin immediately upon notification.
- d. An individual may normally serve no more than two terms on the Board of Directors.  
*A Board member who is appointed to a replacement term may be elected to an additional two three-year terms.*
- e. The Board shall establish its own procedures and rules of order for its meetings. It shall meet at the Annual Meeting and at other times at the direction of the President. It shall act for the organization on all matters not specifically delegated to the entire Council.
- f. It is a responsibility of the Board to arrange for the Annual Meeting.
- g. The new Board members' terms shall commence immediately after the election results are announced at the Annual meeting.

## **ARTICLE II: PAST PRESIDENT**

The Immediate Past President shall be an ex officio member of the Board. If they do not remain qualified to serve (e.g., if they leaves the position of Dean), the most recent Past President available will fill the office.

## **ARTICLE III: PRESIDENT**

- a. The President shall be an ex officio member of the Board. They shall succeed from the position of President-Elect. The President shall preside at meetings of the Board and at business meetings of the Council. In the absence of the President, the President-Elect shall act in their stead.
- b. If the sitting President ceases to be a Dean, that person may serve out the remainder of the one-year term as President. If the sitting President chooses not to remain in office, the President-Elect shall assume both the duties of the President and the President-Elect through the next Annual Meeting, and the Board of Directors shall provide additional assistance as needed.
- c. The President shall take office at the close of the Annual Business Meeting and shall serve until the close of the next Annual Business Meeting.

## **ARTICLE IV: PRESIDENT-ELECT**

- a. The President-Elect shall be an ex officio member of the Board. They shall be elected by the general membership at the Annual Meeting. The President-Elect shall serve as program chairman and shall perform the duties of the President in the absence of the latter.
- b. The President-Elect shall take office at the close of the Annual Meeting at which they is elected and serve in that capacity until the close of the next Annual Meeting. Once elected, the President-Elect shall be allowed to fulfill the terms of President-Elect (one year) and President (one year).

c. If the President-Elect chooses not to remain in office, the Board of Directors shall select a person to complete the program preparation responsibilities for the next Annual Meeting. In such case, the Executive Committee shall recommend to the Board both a President and President-Elect to stand for election at the next Annual Meeting.

#### **ARTICLE V: TREASURER**

The Treasurer shall be appointed by the Board and shall serve an unspecified term at the pleasure of the Board. If they is 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 co-chairs the Finance Committee. The treasurer shall attend meetings of the board as required of elected board members.

#### **ARTICLE VI: HOST CAMPUS LIASON**

The Host Campus Liaison shall be a dean of arts and sciences located at the campus hosting the CCAS office and shall serve an unspecified term at the pleasure of the Board. S/he shall be a non-voting ex-officio member of the Board and perform those duties prescribed by the Board. The Host Campus Liaison shall attend at least 2 Board meetings per year, including the Annual Meeting.

#### **ARTICLE VII: EXECUTIVE DIRECTOR & SECRETARY**

The Executive Director shall be appointed by the Board and shall serve an unspecified term at the pleasure of the Board. The Executive Director shall conduct the customary operations of the Council on a day-to-day basis as directed by the President in consultation with the Board and shall direct the operations of the Secretariat Office. Unless directed otherwise, the Executive Director shall serve as Secretary to the Board and record the proceedings of all Board meetings and the Annual Business Meeting. The host institution, through a contractual arrangement with CCAS, will negotiate with the Board for the provision of necessary services for the Office of the Secretariat.

#### **ARTICLE VIII: BUSINESS MEETINGS**

At every Annual Meeting there shall be at least one scheduled Business Meeting. The outgoing president shall preside over the Business Meeting.

#### **ARTICLE IX: BOARD COMMITTEES**

##### **a. EXECUTIVE COMMITTEE**

The President, Past-President, President-Elect, Treasurer, Host Institution Liaison, and Chair of the Governance Committee shall constitute the Executive Committee of the Board. The duties of the Executive Committee are to:

1. recommend to the Board the terms and conditions of employment of the Executive Director.
2. approve the agenda for meetings of the Board of Directors.

3. recommend to the Board individual(s) to stand for election as President-Elect.
4. provide general fiscal oversight.
5. act in the best interests of the organization when unforeseen situations arise.

**b. GOVERNANCE COMMITTEE**

Among its functions shall be to nominate candidates from the membership to serve as members of the Board of Directors, evaluate and recommend changes to board structure and processes as necessary, and to conduct periodic reviews of Committees and periodic self-assessment of the Board. The Governance Committee shall include a chair, appointed by the President, two or three additional members of the Board of Directors, appointed by the President, and as an *ex officio* voting member, the Past-President. Members of the Governance Committee shall have served for at least one year on the Board of Directors.

**c. FINANCE COMMITTEE**

The Executive Committee, chaired by the President, shall serve as the Board's Finance Committee. Among its functions will be to work closely with the Executive Director and Treasurer on CCAS finances, budgeting, and financial reporting.

**ARTICLE X: COMMITTEES**

The President shall solicit volunteers for committees from among the membership of the organization. Membership on committees should reflect, so far as possible, the range and diversity of member institutions and of their representatives, and may include associate and assistant deans.

- a. **STRATEGIC PLANNING ADVISORY COMMITTEES.** The Board shall determine advisory committees in accordance with the strategic plan, to include an advisory committee on diversity, equity, and inclusion, as well as an advisory committee on associate and assistant deans, through the fulfilment of the 2023-2028 Strategic Plan. The Advisory Committees will be outlined in Committee Charters with composition, responsibilities, and reporting guidelines articulated and reviewed annually by the Board.
- b. **AD HOC COMMITTEES.** Ad hoc committees 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. Ad hoc committees may submit proposals for annual meeting sessions to the program chair for consideration.

*Approved by Membership 11/03/2023*