

Bylaws of American Student Association of Community Colleges (ASACC)

A Utah Non-Profit Corporation

Article I Name, Location, and Offices

Section 1.1 Name

The name of this Corporation is the American Student Association of Community Colleges (ASACC).

Section 1.2 Registered Office and Agent

The Corporation shall maintain a registered office in the State of Utah, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Utah Non-profit Corporation Code.

Section 1.3 Other Offices

The Corporation may have other offices at such place or places, within or outside the State of Utah, as the Board of Trustees may determine from time to time or the affairs of the Corporation may require or make desirable.

Article II Purposes and Governing Instruments

Section 2.1 Non-Profit Corporation

The Corporation shall be organized and operated as a non-profit corporation under the provisions of Utah law.

Section 2.2 Educational, Financial Aid and Scholarship Purposes

The Corporation is a voluntary association of two-year, accredited, non-profit colleges with a student government dedicated to provide leadership education and development, public service and civic action experience to students attending such institutions. The purposes are exclusively for these purposes in accordance with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2.3 Governing Instruments

The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

Article III Membership

Section 3.1 Membership

Membership in the Corporation is open to all accredited, non-profit, two-year colleges with a student leadership organization. Other non-profit agencies may also apply for membership. This membership is open to those entities who are willing to abide by these Bylaws and the policies and procedures of the Corporation as set forth in its manuals, and who support the goals and objectives of the Corporation. Membership does not entitle the member to any voting privileges.

Section 3.2 Requirements

Membership in the Corporation is attained and held by:

- Filling out a membership application form and being accepted as a member Corporation, the acknowledgment of such acceptance being the receipt the ASACC membership packet and ASACC Alert newsletter , and
- By meeting such other requirements as the Board of Trustees or its appointees may from time to time establish.

Section 3.3 Categories

The Board of Trustees may establish categories of membership as necessary. The Board may provide different levels of service to these categories as well as charge different membership dues based on the category to which a member belongs.

Section 3.4 Membership Dues

All members other than basic members shall pay annual membership dues within thirty (30) days of receiving notice from the Corporation of the requirement of such dues. The membership dues shall be determined by the Board of Trustees and the amount of such dues shall may change from time to time. By becoming a member of the Corporation, each entity agrees to pay all membership dues as they become due and payable. The Board of Trustees may from time to time, and within its sole discretion, waive the membership dues of any member, or category of members, in whole or in part.

Section 3.5 Broad Powers

The Board of Trustees shall have the power in its sole discretion to create and maintain a Policies and Procedures Manual, a Guideline for Members Manual and such other manuals as the Board of Directors deems necessary or desirable, to provide members with additional information with respect to their membership in the Corporation.

Section 3.6 Responsibilities of Members

It is the responsibility of each member of the Corporation to be familiar with and abide by these Bylaws and the manuals of the Corporation, including without limitation, the policies and Procedures Manual and the Guideline for Members Manual.

Section 3.7 Suspension, Termination or Expulsion

Members of the Corporation may be expelled or suspended, and their membership terminated, by a majority vote of the Board of Trustees. Each member must be given at least fifteen (15) days, or other such greater or lesser period of time required by Utah law, prior written notice setting forth the reasons for the expulsion, suspension or termination. The Corporation shall provide an opportunity for the member to present arguments opposing such expulsion, suspension or termination, orally or in writing, at least five (5) days, or such greater or lesser period required by Utah law, before the effective date of said expulsion, suspension, or termination, to the person or persons authorized to decide if the expulsion, suspension or termination should take place. The Board of Trustees may expel or suspend any member for any reason if it determines, within its sole discretion, that such expulsion or suspension would be in the best interest of the Corporation. All expulsions, suspensions, and terminations shall be final without any right of appeal. Any membership dues paid by an expelled member will not be refunded by the Corporation.

Article IV Trustees

Section 4.1 Authority and Responsibility of the Trustees

- (a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Trustees; and all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions or otherwise shall be exercised, performed or controlled by the Board of Trustees.
- (b) The Board of Trustees shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or change therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of directors may adopt such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation or these Bylaws.
- (c) The Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer or other private person or individual except for scholarship purposes.
- (d) The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.
- (e) The Board of Trustees is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.
- (f) The Board of Trustees shall have full power and authority to review and approve in advance both short-term and long-term budgets, capital and operating income and expenditures of the Corporation and to exercise such other supervision and control over the affairs and property of

the Corporation as the Board of Trustees may deem necessary or desirable to ensure that the educational, financial aid and scholarship purposes and functions of the Corporation are carried out.

Section 4.2 Number and Term of Office

The number of trustees shall be seven (7), or other such number, but not less than three (3), nor more than eleven (13), as is designated in these Bylaws. A trustee is appointed and ratified by the current Board of Trustees. The term of office shall be three (3) years. Trustees may be reappointed at the end of each term by the current Board of Trustees. Student trustees shall serve for a period of one year.

Section 4.3 Removal

Any director may be removed, either for or without cause, by a two-thirds vote of the entire Board of Trustees. Failure to attend eighty-five (85) percent of the meetings of the Board of Trustees held in any full fiscal year of the Corporation shall operate as a tender of resignation, and such Trustee may be removed from the Board of Trustees by a vote of majority of the remaining members of the Board of Trustees at the first meeting of the Board during the next fiscal year.

Section 4.4 Vacancies

The Board of Trustees may fill the place of any trustee which may become vacant prior to the expiration of their term, in which case the appointment shall continue until the expiration of the director whose place has become vacant or fill any trusteeship created by reason of an increase in the number of directors by a majority vote.

Section 4.5 Eligibility

Any person with a knowledge of post-secondary education and experience in such education may be appointed to serve on the Board of Trustees by a majority vote of the current Board of Trustees.

Section 4.6 Compensation

No trustee of the Corporation shall receive any salary, compensation or emolument for serving as a trustee unless authorized by a vote of two-thirds of the full Board of Trustees, or by a vote of all disinterested trustees. Nothing contained herein shall be construed to prevent any trustee from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered in the furtherance of the purposes and functions of the Corporation.

Article V Meeting of the Board of Trustees

Section 5.1 Place of Meeting

Meetings of the Board of Trustees may be held via electronic means, or at any place within or outside the State of Utah as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

Section 5.2 Annual Meeting

The annual meeting of the Board of Trustees shall be held the first Thursday of June, or on such other day, and in such fashion (including electronic means) at such place as the Board of Trustees shall determine. Notice of time and place of such meeting shall be declared in writing to each trustee and member not less than fifteen(15) nor more than fifty (50) days in advance.

Section 5.3 Regular Meetings

Regular meetings of the Board of Trustees shall be held in such a fashion and at such times as determined by the Board of Trustees in a written resolution signed by a majority of the Board. Notice of time and place of such meeting shall be published and announced no later than fourteen (14) days prior to the meeting.

Section 5.4 Special Meetings

Special meetings of the Board of Trustees may be called at the request of a majority of the Board of Trustees, the Board Chair or the Executive Director. Special meetings will be published and announced at least twenty-four (24) hours in advance of such meeting.

Section 5.5 Waiver

Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the sole purpose of objecting to the transaction of business because the meeting is not called according to these Bylaws. A trustee shall be deemed in attendance at a meeting held via electronic means if he or she participates in or communicates with anyone at such a meeting.

Section 5.6 Quorum

One-half of the existing trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. Except as otherwise required in these Bylaws, the Articles of Incorporation or Utah law, all resolutions adopted and all business transacted by the Board of Trustees shall require the affirmative vote of a majority of the directors present at the meeting.

Section 5.7 Action in Lieu of Meeting

Any action to be taken at a meeting of the trustees, or any action that may be taken at a meeting of the trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the full Board of Trustees, and any further requirements of law pertaining to such consents have been complied with.

Section 5.8 Electronic, Telephone and Similar Meetings

The trustees may participate in and hold meetings via electronic means, including without limitation, video conferencing, electronic mail and Internet relay chat or similar communication mediums, by means of which all persons participating in the meeting can hear, interact or communicate with each other. Participation in such meetings shall constitute presence in person at the meeting, except where a trustee participates in the meeting for the sole purpose of objecting to the transaction of business that the meeting was not properly convened.

Section 5.9 Adjournment

A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 5.10 Attendance at Meetings

Members of the Board of Trustees shall attend all meetings unless absence is unavoidable.

Article VI Officers

Section 6.1 General

The executive officers of the Corporation shall consist of a Chairman of the Board and Executive Officer of the Board. The Board of Trustees may create and establish the duties of other such officers or assistant officers as it deems necessary or desirable for the efficient management of the Corporation. One person may hold more than one office with the exception of Chair and Executive Officer of the Board.

Section 6.2 Term of Office

Officers shall serve at the will of the Board of Trustees. The officers of the Corporation may serve at the pleasure of the Board of Trustees for a period of time agreed to by both parties. The Board of Trustees shall have the power to contract with the officers for terms to be defined. For purposes of these Bylaws an officer may be deemed incapable and removed for any reason or no reason by the Board of Trustees. The Board of Trustees, in its sole discretion, may deem any officer incapacitated by a two-thirds vote.

Section 6.3 Other Agents

The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

Section 6.4 Removal

Any officer or agent appointed by the Board of Trustees of the Corporation may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

Section 6.5 Vacancies

A vacancy in any office arising at any time and from any cause may be filled by the Board of Trustees at any meeting.

Section 6.6 Powers and Duties of the Executive Director

The Board of Trustees shall select and appoint an individual to serve as Executive Director, who shall also be the Chief Executive Officer of the Corporation. The Executive Director shall be given the necessary authority and responsibility to operate the Corporation in all its activities and departments, subject only to such policies as may be issued by the Board of Trustees or by any of its committees to which it has delegated power for such action. He or she shall act as the duly authorized representative of the Corporation in all matters in which the Board of Trustees has not formally designated some other person to so act.

The duties of the Executive Director shall include:

- (a) Carrying out all policies and procedures established by the Board of Trustees and advising in the formation of these policies.
- (b) Developing and submitting a plan of organization and business procedures for approval by the Board.
- (c) Selecting, employing and supervising employees and maintaining human resource policies and procedures.
- (d) Preparing periodic reports and other reports requested by the Board of Directors.
- (e) Supervising the day to day operations of the Corporation.
- (f) Executing all authorized bonds, contracts and or other obligations in the name of the Corporation.
- (g) Performing other such duties that may be necessary, desirable or in the best interest of the Corporation.

Section 6.8 Powers and Duties of the Secretary

The Secretary/ Treasurer shall have the following duties:

- (a) Attend all meetings of the Board of Trustees and keep a written record of those meetings including all votes, actions, and other happenings at meetings.
- (b) Provide notice to all members and Board members of meetings, including time and place.
- (c) Keep in safe custody the seal of the Corporation and the current Bylaws and policies and procedures manuals of the Corporation.
- (d) Have custody of all funds and securities of the Corporation, keeping an accurate record of all receipts and disbursements. Deposit all moneys and valuables in the name of and to the credit of the Corporation at the depository or depositories as designated by the Board of Trustees.
- (e) Prepare annual reports containing all transactions of the organization and the financial status of the Corporation.
- (f) File or cause to be filed all tax and other related returns with governments that may be required by law.
- (g) Perform such other duties and have such other authority and powers as the Board of Trustees may from time to time delegate.

Section 6.9 Chairman of the Board

The Chairman of the Board shall serve as the Chairman of the Executive committee comprising the officers of the Corporation. He or she shall also preside at all meetings of the Board and supervise the day to day operations delegated to the officers for and on behalf of the entire Board of Trustees.

Article VII Corporate Seal

The seal of the Corporation shall be in such form as the Board of Trustees shall determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Trustees shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary, and affixed by him or her, on all appropriate papers.

Article VIII Contracts, Checks, Deposits and Funds

Section 7.1 Contracts

The Board of Trustees may authorize any officer or officers, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Notes, Etc...

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Executive Director or other such officer or officers, or agents of the Corporation, as may from time to time be determined by resolution of the Board of Trustees. There shall from time to time be certified to the depositories or banks in which the funds of the Corporation are deposited, signatures of those authorized by the Board of Trustees to draw against the same.

Section 7.3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 7.4 Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

Article IX

Miscellaneous Provisions

Section 8.1 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of officers, having any authority from the Board of Trustees. The Corporation shall keep its registered or principal office a record giving the names and addresses of the trustees.

Section 8.2 Fiscal Year

The fiscal year of the Corporation shall end on the last day of May of each year.

Article X

Amendments

The Board of Trustees may, with the affirmative vote of two-thirds of the full Board of Trustees, amend, alter or repeal these Bylaws, or any provision thereof, and may from time to time adopt additional Bylaws; provided, however, that no such amendment, alteration, repeal or adoption shall be in violation of Utah law.

Article XI

Indemnification

Each person who is or was a director or officer of the Corporation, and each person who is or was a trustee or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under Utah law against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under Utah law and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his or her being or having been a trustee or officer of this Corporation or such other enterprise. Such indemnification shall be made only in accordance to Utah law and subject to the conditions thereof. As a condition of such indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation. The Corporation may purchase and maintain insurance on behalf of any person whether or not the Corporation would have the power to indemnify such person against any liability under Utah law.

Article XII
Tax Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner that the Corporation continues to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

These Bylaws, as stated and effective as of June 17, 2006, are hereby certified as accurate and correct as of this 17th day of June 2006.

Phil Clegg
Executive Director