

# **EASTERN ASSOCIATION OF COLLEGE AND UNIVERSITY BUSINESS OFFICERS**

## **BYLAWS**

(a District of Columbia Nonprofit Corporation)

Adopted October 30, 1978.

Amended: October 27, 1980; October 26, 1981;  
October 25, 1982; October 31, 1989; October 30,  
1990; October 22, 1991; October 6, 1992; October  
27, 1998; November 5, 2001; October 10, 2005;  
and November 4, 2007

### **Article I - Purposes**

The purposes for which the Corporation is organized are:

- (a) To develop and maintain interest in the continuous improvement of principles and practices of business and financial administration in higher education, and to foster among member institutions, professional ideals and standards in business and financial administration, and
- (b) To provide for the development, collection and interchange of information among the membership, and
- (c) To support and work in concert with the National Association of College and University Business Officers (NACUBO) in the achievement of its purposes and objectives so long as it is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the Benefit of or be distributable to its directors, officers, members, other private individuals or organizations organized and operating for profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly 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 herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in Section 501(c)(3) of said Code (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article II - Offices**

Section 1. Registered Office. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent who is a resident of the District of Columbia and whose office is identical with such registered office.

Section 2. Other Offices. The Corporation may have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine.

## **Article III - Membership**

Section 1. Classes of Members. There shall be five classes of membership in the Corporation as set forth in the Articles of Incorporation: Regular Members, Provisional Members, Associate Members, Business Partners, and Affiliate Members.

Regular Members shall have voting rights and shall be educational institutions which are accredited nonprofit institutions of higher education which grant associate or higher degrees and recognize the professional nature of the functions of the college and university business officer by having an identifiable business officer at the senior level in their organization with general responsibility for the business functions. Emeritus membership is a subcategory of regular membership which provides an opportunity for former or retired business officers to continue to participate in EACUBO as individual members.

Provisional Members shall have no voting rights and shall be nonprofit educational institutions not yet accredited but moving toward accreditation, which grant associate or higher degrees and recognize the professional nature of the functions of the college and university business officer by having an identifiable business officer at the senior level in their organization with general responsibility for the business functions. Provisional Members shall not be eligible to hold elective office in the Corporation.

Associate Members shall have no voting rights and shall be nonprofit organizations other than those described above, concerned with higher education, including but not limited to museums, libraries, coordinating boards or agencies, foundations and societies. Individuals from Associate Member organizations shall not be eligible to hold elective office in the Corporation.

Business Partners shall have no voting rights and generally shall be organizations and/or agencies concerned with higher education which operate for profit. Individuals from Business Partner organizations shall not be eligible to hold elective office in the Corporation or to serve on standing committees.

Affiliate Members shall have no voting rights and shall be member institutions of the National Association of Independent Schools (NAIS). Individuals from Affiliate Member institutions shall not be eligible to hold elective office in the Corporation.

Section 2. Criteria for Membership. The Board may from time to time establish criteria for all classes of membership

in addition to those set forth in the Articles of Incorporation and the Bylaws, and the Board shall establish procedures by which it will review and accept applications for membership.

Section 3. Member Representatives. Each Regular Member of the Corporation shall be represented at its meetings by the administrative head of each such member's business office or his or her designee.

#### **Article IV - Meetings of Members**

Section 1. Annual Meetings. Annual meetings of the members of the Corporation shall be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Unless otherwise ordered by the Board of Directors said annual meeting shall be held following the regular annual meeting of the Board of Directors of the Corporation.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may from time to time designate any place, either within or without the District of Columbia, as the place of meeting for any annual meeting of members or for any special meeting of members.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, or by electronic means to each member entitled to vote at such meeting, not less than ten nor more than ninety days before the date of such meeting by or at the direction of the President or the Secretary. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Any member may waive notice of any meeting. Any meeting shall be deemed to be validly called at which all of the members are present.

Section 5. Quorum. Five percent (5%) of the Regular Members shall be a quorum for the transaction of any business, except for such matters as may require a greater quorum pursuant to statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of members for which due notice has been given, a majority of the members present may adjourn the meeting from time to time without further notice.

## **Article V - Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall be composed of the officers of the Corporation, plus the immediate past President, the delegates to NACUBO, and nine Member Representatives (of Regular Members only) herein referred to as Members-At-Large. Three of said nine Members-At-Large shall be elected each year for a term of three years each. The unexpired term for three of the continuing Members shall be two years and for the remaining three Members shall be one year. Directors need not be residents of the District of Columbia. To the extent possible, it shall be the intent of the Nominating Committee to seek adequate representation for all types of constituent institutions including community colleges and research, comprehensive and small institutions.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at a time and place to be fixed by the President or the Board of Directors, provided that such meeting shall preferably be held during the months of October, November, or December of each calendar year. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for holding of additional regular meetings of the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of five or more of the Directors.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given not less than ten nor more than ninety days prior thereto by written notice delivered personally or sent by mail or by electronic means to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any such meeting. The attendance of a Director at any meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the then acting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Removal. Any Director who, during a year, fails to attend at least 50% of regularly scheduled meetings of the Board of Directors may be removed from office upon a two-thirds majority vote of the Directors. The appointment of any Director who is no longer employed by a member college or university in a business officer position terminates, and may be reinstated upon a majority vote of the Board. If a Director's continuation in office may harm the organization due to a conflict of interest or to allegations of his or her illegal or unethical behavior, the Director may be removed from office upon a two-thirds majority vote of the Board.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Regular Members at the first annual meeting following the occurrence of the vacancy; provided that a majority of the then existing Board of Directors may appoint an interim Director in any such vacancy to serve until his/her successor is elected at the next annual meeting of members. A Director elected to

fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated compensation for their services.

Section 10. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of not less than three Directors subject in all respects to the authority and discretion of the Board of Directors and between its meetings the Executive Committee shall have and exercise the power and authority of the Board of Directors in the management of the Corporation. The Executive Committee may meet in person, conduct its business by agreement in writing, by electronic means or participate in a meeting by means of conference telephone or similar communications equipment pursuant to Article X, Section 3 of these Bylaws.

Section 11. Standing Committees. There shall be at least two standing committees established by the Board of Directors: a Nominating Committee and an Audit Committee. The Board may establish other standing committees to oversee Association programming; to represent and meet the needs of various constituent groups; and for other Association purposes as needed.

The Nominating Committee shall consist of five member representatives (of Regular Members only). The Nominating Committee shall propose a slate of nominees for officers, exclusive of President and First Vice President unless a replacement is needed, and a slate of nominees for Directors of the Eastern Association of College and University Business Officers and the new delegate to the National Association of College and University Business Officers to be voted on at the annual meeting of the members. The Nominating Committee will present its recommended slate of officers to the Board of Directors prior to the annual meeting. No member shall be eligible to have its member representative serve on the Nominating Committee if such member representative has served on said committee in the preceding year.

The Audit Committee shall consist of representatives drawn from the Regular Membership.

Section 12. Other Committees. Other committees not having or exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the Corporation or its Board of Directors.

Section 13. National Association of College and University Business Officers. The President shall make recommendations for appointments to the National Association of College and University Business Officers Committees after consultation with the Board of Directors. Normally, the delegate to become a member of the Board of Directors of the National Association of College and University Business Officers for the Eastern's expiring term of three years is the First Vice President (the President Elect in office) of the Eastern Association of College and University Business Officers (at the time of the July Annual Meeting of the National Association of College and University Business Officers).

## **Article VI - Officers**

Section 1. Officers. The officers of the corporation shall be a President, a First Vice President, a Second Vice President, Secretary and Treasurer.

Section 2. Officeholder Combinations. No two offices of the Corporation may be held by the same person.

Section 3. Election and Term of Office. The officers (with the exception of the President and First Vice President) of the Corporation shall be elected by the Regular Members at the annual meeting. The President, First Vice President and Second Vice President shall serve a term of one year or until a successor is elected and shall qualify. Said term begins at the conclusion of the meeting of members at which the officers are elected and expires at the conclusion of the next succeeding annual meeting

of members. The Second Vice President and First Vice President shall succeed to the offices of First Vice President and President, respectively, upon the close of their respective terms of office. The Secretary and Treasurer shall serve for a term of two years. The Treasurer's term extends through the completion of the year end close of the financial reports in the final year of a Treasurer's appointment.

Section 4. Removal and Replacement. Each officer of the Association must be actively carrying out the functions of a business officer. The officer role of any Director who is no longer employed by a member college or university in a business officer position terminates. A majority of the then existing Board of Directors may appoint a replacement officer due to any such termination or due to a resignation, and the replacement will serve until his/her successor is elected at the next annual meeting of members.

Section 5. Duties of Officers. In general, the duties of the officers shall be those usually attached to such offices, and, in addition thereof, such further duties as may be designated from time to time by the Board of Directors. Specifically, but not by way of limitation, the officers' duties are as follows: (1) the President shall preside at all meetings of the Corporation and shall be Chairman of the Board of Directors; (2) the First Vice President shall be the President Elect and shall preside in the absence of the President and shall succeed the President if he/she is unable to complete his/her term of office for any reason, and shall direct the planning activity of the Corporation and prepare the agenda and the slate of committee appointments for the year in which he/she assumes the Presidency; (3) the Second Vice President shall oversee professional development activities; (4) the Secretary shall notify members of all meetings, shall maintain minutes of all meetings and be responsible for the prompt distribution of minutes, shall be responsible for the records of the Corporation (other than financial) and for conducting its correspondence and, under the direction of the President and the Board of Directors shall make the necessary arrangements for a place for meetings of the Board of Directors and the members; (5) the Treasurer shall maintain appropriate financial records, shall oversee receipt of all dues and other monies on behalf of the

Corporation, shall oversee disbursement of funds at the direction of the Board of Directors, shall ensure adequate records of receipt and disbursement of funds are kept, and shall report thereon at the request of the Board of Directors and at the annual meeting of the members. The Treasurer shall provide records and information requested by the Finance and Audit Committee.

## **Article VII - Contracts, Checks, Deposits and Funds**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Other Instruments. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 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 Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **Article VIII - Waiver of Notice**

Whenever any notice is required to be given under the provisions of the law of the District of Columbia or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article IX - Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the Regular Members present at any meeting at which a quorum is present, provided that due notice of such meeting shall have been furnished to and that such notice of waiver thereof shall have included a statement that one of the purposes of such meeting was to consider such alteration, amendment or appeal.

## **Article X - Miscellaneous Provisions**

Section 1. Parliamentary Authority. The current edition of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these Bylaws.

Section 2. Action by Consent. Any action required or permitted to be taken at any meeting of the members, the Board or any committee may be taken without a meeting if a written consent to such action is signed or electronically approved by a two-thirds majority of members, members of the Board or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings.

Section 3. Meetings by Telephone or Similar Communications. The Board or any committee may hold a meeting by means of a conference telephone call or similar communications equipment by means of which all Directors or committee members participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting. Any proposal which may otherwise be considered by the Board or any committee may be submitted to the Directors or committee members in a meeting by means of a conference telephone call or similar communications equipment, and in such event, the validated vote of that percentage of Directors or committee members otherwise required by the Articles of Incorporation or these Bylaws responding thereto shall be the act of the Board or committee. This provision does not require the inclusion by telephone conference of a member of the Board or any committee who is unable to be physically present at a meeting of

the members of the Board or any committee, respectively at which a quorum is physically present.

Section 4. Fiscal Year and Budget. The Corporation's fiscal year shall end December 31.

Section 5. Corporate Action Not Binding on Member. No action of the Corporation is to be construed as committing any member to the Corporation's position on any issue.

Section 6. Seal. The seal of the Corporation shall be circular in form and there shall be inscribed thereon the name of the Corporation and the year of its organization. The Board may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7. Annual Dues. The annual dues for each class of membership shall be determined by the Board of Directors.

### **Article XI - Indemnification**

The Corporation shall have power upon approval of the Board of Directors or the Executive Committee to indemnify any director, officer, agent or employee of the Corporation, or any person who may have served at its request as a director or officer of another corporation or unincorporated organization, whether for profit or not for profits, against judgments and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such director, officer, agent, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, agent or employee or other person may be entitled under any Bylaw, agreement, vote of Board of Directors or Executive Committee.