

**BYLAWS**  
of the  
**Council for Opportunity in Education**

**Council for Opportunity in Education  
BYLAWS**

**TABLE OF CONTENTS**

**ARTICLE I - NAME** ..... 5

**ARTICLE II - PRINCIPAL OFFICE**..... 5

    Section 1..... 5

    Section 2..... 5

**ARTICLE III - PURPOSES** ..... 5

**ARTICLE IV - MEMBERSHIP** ..... 6

    Section 1. .... 6

    Section 2. .... 6

**ARTICLE V - BOARD OF DIRECTORS** ..... 7

    Section 1. .... 7

    Section 2. .... 8

    Section 3. .... 8

    Section 4. .... 8

    Section 5. .... 9

    Section 6. .... 9

    Section 7. .... 10

    Section 8. .... 10

    Section 9. .... 10

    Section 10..... 10

    Section 11..... 10

**ARTICLE VI - EXECUTIVE COMMITTEE** ..... 11

    Section 1. .... 11

    Section 2. .... 11

    Section 3. .... 11

**ARTICLE VII - OFFICERS**..... 11

    Section 1. .... 11

    Section 2. .... 11

    Section 3. .... 11

Section 4. ....	12
Section 5. ....	12
Section 6. ....	12
Section 7. ....	12
Section 8. ....	12
<b>ARTICLE VIII - DUTIES OF OFFICERS.....</b>	<b>13</b>
Section 1. ....	13
Section 2. ....	13
Section 3. ....	13
Section 4. ....	13
Section 5. ....	14
Section 6. ....	14
<b>ARTICLE IX - COMMISSIONS, TASK FORCES, AND COMMITTEES.....</b>	<b>14</b>
Section 1. ....	14
Section 2. ....	14
Section 3. ....	16
Section 4. ....	16
Section 5. ....	16
<b>ARTICLE X - FINANCE.....</b>	<b>16</b>
Section 1. ....	16
Section 2. ....	16
Section 3. ....	17
<b>ARTICLE XI - PARLIAMENTARY AUTHORITY.....</b>	<b>17</b>
Section 1. ....	17
<b>ARTICLE XII - INDEMNIFICATION.....</b>	<b>17</b>
Section 1. ....	17
Section 2. ....	17
Section 3. ....	17
<b>ARTICLE XIII - LIMITATION ON ACTIVITIES.....</b>	<b>17</b>
Section 1. ....	17
<b>ARTICLE XIV - DISSOLUTION OR FINAL LIQUIDATION.....</b>	<b>18</b>
Section 1. ....	18

**ARTICLE XV - REFERENCES ..... 18**  
    Section 1. .... 18  
**ARTICLE XVI - AMENDMENT OF BYLAWS..... 19**  
    Section 1. .... 19  
    Section 2. .... 19

## **ARTICLE I - NAME**

The name of the corporation is the Council for Opportunity in Education (hereinafter the "Council").

## **ARTICLE II - PRINCIPAL OFFICE**

**Section 1.** The principal office of the Council, a nonprofit corporation incorporated under the laws of the District of Columbia, shall be in the District of Columbia.

**Section 2.** The Council may have such other office or offices at such suitable place or places within or without the District of Columbia as may be designated from time to time by the Board of Directors of the Council.

## **ARTICLE III - PURPOSES**

The purposes for which the corporation is organized are, subject to the limitations of Article XIV, as follows:

- (a) To provide a formal structure for organizing ten bodies previously informally called the National Coordinating Council of Educational Opportunity Associations and to provide a mechanism for admitting new members;
- (b) To provide a unified voice in the cause of educational opportunity on behalf of the student consumer;
- (c) To further the expansion of educational opportunity programs;
- (d) To further communication and cooperation among persons working in educational opportunity programs;
- (e) To further public awareness of the needs of low-income, first-generation students enrolled in or aspiring to postsecondary education;
- (f) To conduct meetings, research and evaluation, scholarly publications, and other educational and charitable activities dealing with issues related to educational access and opportunity;
- (g) To facilitate the professional development of TRIO and educational access and opportunity programs personnel;
- (h) To form coalitions or relationships with other organizations with similar goals and objectives relating to low-income, first-generation student access and success;
- (i) To engage in such other and further means as may be necessary and proper to accomplish the foregoing purposes.

## ARTICLE IV - MEMBERSHIP

**Section 1.** Membership in the Council shall be of two classes, namely, Member Association and Institutional Member.

(a) Member Association

- (1) The ten regional associations, organized as the Council for Opportunity in Education, shall be eligible for Membership Association status. Other organizations may be considered for member association status upon submission of a formal application documenting the organization's commitment and similarity of purposes and goals, and demonstrating the ability to work with the Council in accordance with procedures and standards established by the Membership Committee.
- (2) Each member association having three delegates shall have three votes to be cast with the unit rule as set forth in Article V section 4(c) hereof prevailing; in the absence of all delegates from any member association, no vote may be cast by that member association.
- (3) Member association dues shall be due and payable on October 1, and delinquent on December 1, of each year. Delinquent status may result in the loss of membership rights and privileges. The Board of Directors shall determine the amount of annual dues, and shall inform each member association of such amount no later than September 1 of the fiscal year prior to when such dues will be payable.

(b) Institutional Membership

- (1) Institutional membership in the Council shall be open to institutions of postsecondary education and organizations having an interest in the purposes and goals of the Council.
- (2) Institutional Member dues may be paid at any time during the year. The institutional membership shall run from the first of the month in which payment is received, for twelve (12) full months. The Board of Directors shall determine the amount of the institutional membership annual dues, and shall publish such amount in appropriate literature in order to inform potential institutional members of the cost. Institutional member dues shall become delinquent thirty (30) days following the end of the previous membership year.

**Section 2.** Involuntary disaffiliation of a member

(a) Member Association

- (1) The membership of any member association may be suspended or revoked by two-thirds vote of the Board of Directors for nonpayment of dues, for activities inconsistent with the purposes of the Council or for violation of bylaws, or where such suspension or revocation would be in the best interests of the Council. In all cases, the affected member shall have the opportunity to be heard.
- (2) Before final action may be taken with respect to the disaffiliation of any member association, the President shall send a notice of intent to disaffiliate to the Secretary of the affected association together with the reasons for the action.
- (3) At the first meeting, held at least thirty (30) days after a notice of intent to disaffiliate, the Board of Directors shall hear from the president of the member association or his or her designee, the reasons why the association should continue affiliation.
- (4) A two-thirds vote of all members of the Board of Directors present shall be necessary to approve a motion to disaffiliate.

(b) Institutional Member

- (1) The membership of any institutional member may be suspended or revoked by two-thirds vote of the Board of Directors for nonpayment of dues, for activities inconsistent with the purposes of the Council or for violation of bylaws, or where such suspension or revocation would be in the best interests of the Council. In all cases, the affected member shall have the opportunity to be heard.
- (2) Before final action may be taken with respect to the disaffiliation of an institutional member, the President shall send a notice of intent to disaffiliate to the President or chief executive officer of the affected institution together with the reasons for the action.
- (3) At the first meeting, held at least thirty (30) days after a notice of intent to disaffiliate, the Board of Directors shall hear from the president of the member association or a designee, the reasons why the member should continue affiliation.
- (4) A two-thirds vote of the members of the Board of Directors present shall be necessary to approve a motion to disaffiliate.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1.** There shall be a Board of Directors of the Council that shall manage, supervise, and

control the business, property, and affairs of the Council. The Board of Directors shall be vested with the powers inherent to the Council which include the powers to determine the policies of the Council, to execute the Council's purposes, to appoint and remunerate agents and employees, to manage and disburse the funds of the Council, and to adopt rules for the conduct of business, responsibility, and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or these bylaws of the Council (in the present form or as amended) or to any applicable law.

**Section 2.** The Board of the Council shall be composed of the president of each of the member associations, two other persons selected by and representing each of the member associations, the officers of the Council, and the President of the Council, who shall not vote. The Secretary of the Council shall be the Secretary of the Board. Each Board member should serve on at least one Standing Committee, Committee, or Commission.

**Section 3.** Meetings of the Board of Directors shall be held as follows:

- (a) The Board of Directors shall meet three times each year (winter, spring, and fall) at times and locations to be determined by the Board.
- (b) The fall meeting shall be designated as the annual Meeting of the Council.
- (c) Special meetings of the Board of Directors may be called at the direction of the Chair of the Board of Directors, or by a majority vote or petition of the members of the Board.
- (d) Each regional association shall advise the President, no later than October 1 each year, of the names of any new Board members who shall formally begin responsibilities on behalf of the Council at the winter meeting of the Board of Directors. The Board shall conduct formal orientation at the winter meeting of all new members elected to serve on the Board of Directors.
- (e) Notice of the time, day, and place of any physical meeting of the Board of Directors shall be sent at least thirty days in advance to the contact information listed for each director. A ten-day notice shall be given for a conference call or electronic meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice thereto. Any director may waive notice of a meeting. The attendance of a director at any meeting shall constitute a waiver of notice of a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.** Voting procedures shall be as follows:

- (a) Unless otherwise specified, a majority vote is required to approve an action of

the Board. Voting may take place at any meeting at which a quorum prevails.

- (b) On the Board of Directors, each member association shall have three votes, and each elected officer shall have one vote. The chair shall cast a vote only in the case of a tie.
- (c) The unit rule which shall prevail regarding voting of delegates of member associations shall be implemented as follows:
  - (1) When three delegates of a member association are in attendance, each shall cast one vote.
  - (2) When two delegates are in attendance, each shall have one and one-half votes.
  - (3) When one delegate is in attendance, the delegate shall have three votes.
  - (4) In the absence of all delegates from a member association, no vote shall be cast by that member association.
  - (5) Voting by the directors may not be done by proxy.
- (d) One-third of the directors shall constitute a quorum, except that no less than one-half of the recognized member associations must be represented in order to conduct business.
- (e) The act of a majority of directors in person at a meeting of the Board of Directors at which a quorum is present shall, unless otherwise provided herein, be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements of the Board of Directors. Notwithstanding the foregoing, an expenditure of funds must be approved by a two-thirds affirmative vote.

**Section 5.** Without limiting the generality of the foregoing, the responsibilities of the Board of Directors of the Council shall include:

- (a) Developing and reviewing the programs and other activities of the Council; and;
- (b) Financial Affairs of the Council be undertaken by a certified public accountant.

**Section 6.** Each regional representative to the Board of Directors of the Council shall serve for a term to be determined by the member association whom the delegate represents. Such terms shall begin on October 1.

**Section 7.** Any vacancy on the Board of Directors, as occurs by reason of conclusion of a term, resignation, death, incapacity, or the like of a member thereof, shall be filled by appointment of the member association.

**Section 8.** Any director may resign at any time by giving written notice to the chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the chair of the Board of Directors.

**Section 9.** Any director may be removed by a three-fourths vote of the Board of Directors of the Council, where to so act would be in the best interests of the Council according to that process described in Article V, Section 11.

**Section 10.** The name of the Council may be used to designate the directors collectively and all instruments may be effected in such name upon the signature of any director or other person that the directors may designate for that purpose, except as otherwise provided herein.

**Section 11.**

- (a) The Board of Directors upon recommendation of the Executive Committee, shall have the power to remove a director.
- (b) Before final action may be taken with respect to the removal of a director, a notice of intent to remove must be passed by a majority of the members of the Executive Committee present and voting. The Board of Directors and the affected director must be notified in writing of the vote and advised of the reasons for the action by a written statement of particulars. The director shall have until the next meeting of the Board, but in no case less than ninety (90) days, to take remedial measures or otherwise come into compliance with the purposes, bylaws, or best interests of the Council.
- (c) At least ten (10) days prior to the meeting of the Board of Directors, at which a final decision is to be made on a motion to remove the Director, the Executive Committee shall reconsider the vote, taking into consideration any remedial steps taken by the director. A motion to remove shall be forwarded to the Board at the next meeting upon a majority vote of the Executive Committee. The Board and the director shall receive notice of the motion at least three (3) days before the next meeting of the Board.
- (d) At the first meeting held at least ninety (90) days after a notice of intent to remove and at least ten (10) days after a motion to remove, the Board of Directors shall hear, from the President, the reasons of the Executive Committee for removal, and, from the director being removed, the reason the directorship should be continued.

- (e) A three-fourths vote of all members of the Board of Directors present shall be necessary to approve a motion to remove.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

- Section 1.** The Executive Committee shall consist of the Board Chair, immediate past Board Chair, Chair- Elect, presidents of the member associations, Secretary, Treasurer, and President. Each of these persons shall have voice in the conduct of business and, with the exception of the President, each shall have one vote. The Board Chair shall vote only in the case of a tie.
- Section 2.** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Council between meetings of the Board, including the initial authority for review and approval of the employment contract of the President of the Council.
- Section 3.** A conference of the Executive Committee may be called by the Board Chair. Notice of the time, day, and place or mode of such conference shall be given at least three (3) days previous thereto, in conformance with other requirements cited in Article 5, Section 3(d), or by telephone. The participation of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business during any such conference.

## **ARTICLE VII - OFFICERS**

- Section 1.** The officers of the Council shall consist of a Board Chair, Chair-Elect, immediate past Board Chair, Secretary, and Treasurer, and may include such other officers as may be determined by the Board of Directors. No two offices may be held by the same person. No officer may also serve as a representative of a member association to the Board. Each officer shall have one vote, except that the Board Chair shall vote only in the case of a tie.
- Section 2.** The term of office for Board Chair, Chair-Elect, and immediate past Board Chair shall be one year, October 1 to September 30 inclusive. The term of office for Secretary shall be two years beginning in 2019, October 1 to September 30 inclusive. The term of the office of Treasurer shall be two years beginning in 2020, October 1 to September 30 inclusive.
- Section 3.** The procedure for electing officers shall be as follows:
  - (a) Prior to the fall meeting, the outgoing Board Chair of the Council shall convene and chair a meeting of the presidents of member associations for the purpose of electing Council officers for the upcoming year (as defined in Article X, Section1). The president or the president's designee of each

association shall be represented at the election of Council officers.

- (b) Prior to or at the meeting of the presidents referred to in (a), nominations shall be accepted by the outgoing Council Board Chair or the designee for all vacant positions. Nominations must be signed by the president of a member association.
- (c) Member association presidents shall elect officers by majority vote using the run-off procedure, if necessary, between the two nominees having the largest number of votes for the office under consideration. Each member association may cast one vote per office, except in the case of a run-off vote, which will result in each association president casting one vote in each run-off. Elections for those positions shall be held in the following order: Chair-Elect, Treasurer, Secretary.
- (d) Incumbent presidents of member associations shall not be considered for nor hold Council offices. Not more than one Council officer may be elected from any specific member association in any given year.

**Section 4.** The appointed officer of the Council shall be the President. The President shall be recommended by the Executive Committee, shall be confirmed by a majority vote of the Board of Directors, and shall serve at the pleasure of the Board. The President shall have voice but no vote.

**Section 5.** Upon completion of the term as Chair-Elect, such person shall become Board Chair of the Council and serve until a successor is qualified.

**Section 6.** In the event of a vacancy in the office of the Board Chair, the Chair-Elect shall assume the duties of the Board Chair without prejudice to the ensuing term of office. All other vacancies that occurred shall be filled in the method of original selection.

**Section 7.** A Parliamentarian shall be recommended by the Board Chair and confirmed by the Council. This individual, who shall provide information regarding parliamentary procedures and bylaws, shall have voice but no vote except when such person is a member of the Board of Directors.

**Section 8.** Impeachment of an elected officer may be implemented as follows:

- (a) The Board of Directors, upon recommendation of the Executive Committee, shall have the power to remove an officer. When in the best interest of the Council, removal of an officer may be enforced, by a three-fourths vote of the Board of Directors responding to a recommendation of the Executive Committee.
- (b) Before final action may be taken with respect to the removal of an officer, a notice of intent to remove must be approved by a majority of the members of

the Executive Committee present and voting. The Board of Directors and the affected officer must be notified in writing of the vote and advised of the reasons for the action in a written statement of particulars. The officer shall have until the next meeting of the Board, but in no case less than ninety (90) days to take remedial actions or come into compliance with the purposes, by-laws, or best interest of the Council.

- (c) At least ten (10) days prior to the meeting of the Board of Directors, at which a final decision is to be made on a motion to remove, the Executive Committee shall reconsider the earlier vote, taking into consideration any remedial steps taken by the officer. A motion to remove shall be forwarded to the Board at the next meeting upon a majority vote of the Executive Committee. The Board and director shall receive notice of the motion at least three days before the next meeting of the Board.
- (d) At the first meeting held at least ninety (90) days after a notice to remove and at least ten (10) days after a motion to remove, the Board of Directors shall hear from the President the reasons of the Executive Committee for removal and from the officer being removed, the reasons the removal should be disregarded. A three-fourths vote of all members of the Board of Directors present shall be necessary to approve a motion to remove an officer.

## **ARTICLE VIII - DUTIES OF OFFICERS**

**Section 1.** The Board Chair shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including presiding at all meetings of the Board of Directors and Executive Committee and convening and chairing a meeting of the members associations for the purpose of electing Council officers. The Board Chair shall be an ex-officio member of all commissions and committees of the Council, shall submit an annual report to the Council, and shall perform such other duties as the Board of Directors may from time to time determine.

**Section 2.** The Chair-Elect shall assist the Board Chair and be prepared to cover the Board Chair's term of office if necessary. In the absence or disability of the Board Chair, the Chair-Elect shall have the powers and perform all the duties of the Board Chair without prejudice to the term of office as Board Chair.

**Section 3.** The immediate past Board Chair shall assist the current Board Chair. In the absence or disability of both the current Board Chair and Chair-Elect, the past Board Chair shall have the powers and perform all the duties of the current Board Chair.

**Section 4.** The Treasurer shall have all powers and perform all duties commonly incident to and vested in the office of treasurer of a corporation. The Treasurer shall be responsible for receiving and disbursing all monies of the Council under policies approved by the Board of Directors, shall keep adequate and appropriate records of such receipts and

disbursements, shall be ready whenever required to turn over to the Board of Directors all monies, accounts, record books, papers, vouchers, and other records pertaining to the office, and shall turn the same over to the appointed successor. The Treasurer shall be bonded at the expense of the Council; the amount shall be designated by the Board of Directors. The Treasurer shall submit an annual report to the Board and perform such other duties as the Board of Directors may from time to time determine.

**Section 5.** The Secretary shall perform the duties customary to the office and additional duties as may be directed by the Board of Directors. The Secretary shall be responsible for all Board of Directors minutes and shall submit such minutes in written form for approval by the Board.

**Section 6.** The role of the President shall be as follows:

- (a) The President shall be the legally designated officer of the Council attending meetings ex-officio and in a nonvoting capacity shall have all powers and perform all duties commonly incident to and vested in the office of president of a corporation. The President shall perform duties as the Board of Directors may from time to time determine. This provision may be expanded to include specific duties.
- (b) The President shall serve as administrative officer of the Council, act as manager of the Central Office, and hire, supervise, and dismiss other employees as the Board of Directors may authorize. The President shall be retained by and be responsible to the Board and be bonded at the expense of the Council with the amount designated by the Board.

## **ARTICLE IX - COMMISSIONS, TASK FORCES, AND COMMITTEES**

**Section 1.** The Council shall have standing Committees, and such other regular Committees, Commissions, and Task Forces as the Board may by resolution establish, and/or the Board Chair shall from time-to-time designate with the advice and consent of the Board. The Board Chair shall appoint each standing Committee Chair (with the exception of the Finance, Governmental Relations, Nominating and Elections, and Evaluation and Compensation Committees), each regular Committee Chair, each Commission Chair, and each Task Force Chair together with current members. All standing and regular Committee, Commission, and Task Force Chairs, together with current members, shall be appointed subject to the advice and consent of the Board of Directors, unless otherwise provided for in this Article. The Board Chair shall serve as an ex-officio member of each standing committee.

**Section 2.** The Council shall have the following standing Committees:

- (a) The Budget and Finance Committee. The committee shall be composed of

nine voting members, including the Board Chair-Elect and the Treasurer. The Board Chair shall serve as a non-voting member of the committee.

Prior to October 1 of each year, the Board Chair-elect shall appoint three (3) members of the committee to two-year terms to commence on October 1. Following the appointment of each class of new members to the committee, the sitting members of the committee shall elect a committee chair for a one-year term. Following the election of the committee chair, if that chair was elected from among the already sitting members, a ninth member of the committee shall be appointed by the Board Chair-elect for a one-year term.

The Budget and Finance Committee shall prepare an annual budget and shall submit it to the Board of Directors for review and approval; shall ensure an audit of all financial records of the Council annually; and shall provide guidance in matters pertaining to the fiscal affairs of the Council.

- (b) The Bylaws Committee. This committee shall be composed of at least eleven (11) members, ten (10) of whom shall represent each of the regions. The committee shall have the responsibility for recommending changes in this document for the consideration of the Board of Directors and each regional association in accordance with procedures outlined in Article XVI.
- (c) The Governmental Relations Committee. This committee shall be chaired by the President of the Council and shall include at least one (1) representative from each member association. This committee shall be responsible for obtaining and disseminating pertinent information regarding legislative issues relevant to educational opportunity programs and shall be responsible for maintaining relationships with, obtaining information from, and disseminating information to appropriate federal departments and agencies about issues pertinent to educational opportunity programs.
- (d) The Personnel Committee. This committee shall be composed of eight members including the Board Chair-Elect, and the Committee chair appointed by the Board Chair for a one year term. Prior to October 1 of each year, the Board Chair-Elect shall appoint three (3) members of the committee to two-year terms to commence on October 1. The committee shall have responsibility for the development and oversight of the Council's personnel policies, including the administration of such policies. The committee shall have the responsibility for the administrative support and oversight of the evaluation and compensation processes for the President of the Council. The committee shall regularly review and make recommendations for changes to the Council's Personnel Policy Manual.
- (e) The Strategic Planning Committee. This committee shall be comprised of one representative from each region inclusive of the committee chair who the

Board Chair would appoint each year. Prior to October 1 of each year, the Board Chair-Elect shall appoint five members to the Committee for two-year terms. These five members shall be chosen from among Board members who have completed at least one year of service on the Council Board. The committee shall develop and initially approve and monitor the implementation of, and revision of the Council's strategic plan. The Chair-Elect shall serve as Chair of the committee.

The plan shall be reviewed annually, and based on the review, be revised as needed. Strategic plan oversight necessarily involves oversight of the administrative, budgetary, and programmatic implementation of the plan approved by the Board of Directors and implemented through the President of the Council and the work of the Council's standing Committees.

- (f) The Evaluation and Compensation Committee. This committee shall be composed of the Board Chair, Board Chair-Elect, Past Board Chair, Secretary, and Treasurer. The Board Chair shall serve as the Chair of this Committee. This committee shall have the responsibility to evaluate and make recommendations for changes in the compensation of the President of the Council annually.

**Section 3.** The Board Chair may designate and the Board of Directors may establish, by resolution, such other committees, commissions, and task forces deemed necessary for the conduct of the Council's business except as otherwise provided in Article VI and Article IX.

**Section 4.** The Board Chair may designate and appoint the members of such Council committees, commissions, and task forces. Any task force appointed by the Board Chair shall be for a designated purpose and for a specified period of time. The Board of Directors may, by resolution, extend or curtail the life of any such task force.

**Section 5.** Unless otherwise specified, a majority vote is required to approve an action of a committee, commission, or task force of the Council. Voting may take place at any meeting at which a quorum is present. Committees, commissions, or task forces may meet by telephone conference call, videoconference, or other electronic means to conduct Council business.

## **ARTICLE X - FINANCE**

**Section 1.** The fiscal year of the Council shall be from July 1 through June 30.

**Section 2.** Financial support shall be derived from an annual flat-rate assessment from each association and institutional member as determined by the Board of Directors, as well as the funds derived from other activities.

**Section 3.** An annual budget for the Council shall be adopted by the Board of Directors at the spring meeting.

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

**Section 1.** Roberts Rules of Order, Newly Revised shall govern, except where there is any disagreement with these bylaws.

## **ARTICLE XII - INDEMNIFICATION**

**Section 1.** The Council hereby indemnifies each member of the Board of Directors, as described in Article V hereof, and each of the officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provisions in these bylaws, in a manner and to the extent permitted by applicable law.

**Section 2.** The Council hereby indemnifies each of the directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed upon or asserted against the member by reason of being or having been such a director or officer and acting within the scope of official duties, but only when the determination shall have been made judicially that the member reasonably believed to be acting in the best interests of the Council and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that the questionable conduct was unlawful. All determinations as to the foregoing by the Board of Directors shall be in reliance upon the advice of independent legal counsel on questions involved.

**Section 3.** Every reference herein to a member of the Board of Directors or officer of the Council shall include every director and officer thereof or former director and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any trustee or officer of the Council might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE XIII - LIMITATION ON ACTIVITIES**

**Section 1.** The Council is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2)(B), 501 (c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. No part of the net earnings of the Council shall inure to the benefit of or be distributable to the directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Council shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes as hereinafter stated). 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 be empowered to make the election authorized under Section 501 (b) of the Internal Revenue Code. 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 provisions herein, the Council shall not carry on any activities not permitted to be carried on by:

- (a) An organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code;
- (b) An organization described in Section 509(a)(1), (2), or (3) of the Internal Revenue Code as the case may be;
- (c) An organization, contributions to which are deductible under Section 170(c)(2), or 2522(a)(2) of the Internal Revenue Code.

#### **ARTICLE XIV - DISSOLUTION OR FINAL LIQUIDATION**

**Section 1.** On dissolution or final liquidation of the Council, the Board of Directors of the Council shall (after paying or making provision to pay all debts, obligations, and liabilities) make adequate provisions to transfer, convey, or distribute all remaining assets of the Council to one or more of the following categories of recipients, as determined by the Board of Directors upon a majority vote:

- (a) A nonprofit organization or organizations, which may have been created to succeed the Council, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3) of such Code and/ or;
- (b) A nonprofit organization or organizations having similar aims and objectives as the Council and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3) of such Code.

#### **ARTICLE XV - REFERENCES**

**Section 1.** References herein to sections of the Internal Revenue Code, as amended, are to

provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

## **ARTICLE XVI - AMENDMENT OF BYLAWS**

**Section 1.** Proposals to amend the bylaws shall be made in writing to the President who shall forward the same to the Board of Directors. Proposals may be initiated by the Board, by the standing committee on by-laws, or by a member association. Copies of the proposed amendment shall be made available to the Board of Directors at the next regularly scheduled meeting before which 30 days' notice is possible. At that meeting, the first reading of the proposed amendment shall be heard.

No vote shall be taken until the proposed amendment has been brought to the Board for a second reading. The second reading may be waived by a two-thirds (2/3) vote. After the Board has acted on a proposed amendment, that amendment, if approved, shall be forwarded to each member association for ratification within 90 days.

The president or the president's designee of each member association shall report the ratification vote. A majority vote is required for ratification. The Board Chair shall only vote in the case of a tie among the member associations.

**Section 2.** The President, in conjunction with the Board Chair and the Bylaws committee, is authorized to make non-substantive amendments to the Bylaws as may be necessary for such purposes as name or title changes, correcting typographical errors and cross-references, and updating citations.