

Council of Independent Colleges
Proposed Amendments to CIC Bylaws
Annual Business Meeting
January 7, 2024
Hollywood, Florida

Proposed Amendments

In January 2017, the Council of Independent Colleges' membership approved changes to the CIC Bylaws that reflected further integration of the State Councils into CIC as well as procedural and linguistic updates.

Several amendments to CIC's Bylaws appear to be advisable now to offer flexibility in a) the structure of Board of Directors Committees, b) membership eligibility criteria, and c) reflect routine editorial and procedural updates. The proposed amendments include:

a. *Structure of Board of Directors Committees.* The Bylaws have been reflected to charge the Board with creating its Committee structure, and subsequent composition of the Executive Committee, based on the highest priorities and needs of the Council.

b. *Membership Eligibility Criteria.* The Bylaws have been updated to allow for prospective Institutional and International members to be regionally accredited or nationally accredited. Specific curricular requirements have also been removed to allow for a greater breadth of opportunity to display a prospective member's commitment to the liberal arts.

c. *Language and Procedural Changes.* Throughout the document minor language adjustments are proposed to eliminate previously missed style and word choice errors as well as to eliminate inconsistencies and reflect current operating procedures.

Recommendation

The CIC Board of Directors recommends the amendments as drafted to the Institutional Members for adoption during the CIC Annual Business Meeting, which will take place January 7, 2024, in Hollywood, Florida.

Included below is a copy of the current CIC Bylaws as amended January 7, 2017, in which proposed amendments are tracked.

COUNCIL OF INDEPENDENT COLLEGES
BYLAWS
(As amended January 7, ~~2017~~2024)

ARTICLE I

Name, Location, Seal

Section 1. The **formal** name of this organization is Council of Independent Colleges, Inc.; and it's often referenced in abbreviated form as "CIC".

Section 2. The location of the principal office of the Council ~~will be~~ in Washington, District of Columbia.

Section 3. The corporate seal of the corporation ~~will be~~ circular in form, with the name of the corporation, the year of its organization, and the State of Maine engraved on its face so that it may be embossed on paper by pressure.

ARTICLE II

Purposes

Section 1. The lawful purposes of the ~~corporation~~Corporation as set forth in its Certificate of Organization are as follows: Advancing the cause of higher education by disseminating information concerning the needs and opportunities of certain institutions of higher education and by soliciting support for such institutions, with the power and authority to acquire by gift, grant, bequest, or otherwise, and hold property, real and personal, and convey the same; to receive, hold, manage, and administer gifts and bequests in trust for the purposes of the Corporation; to make grants and gifts to its affiliated institutions; to employ such persons as in the judgment of the directors may be necessary or requisite for carrying on the purposes of the Corporation; and to do and perform any and all other acts and functions for achieving the purposes of the Corporation.

Section 2. The Council of Independent Colleges is a national, voluntary association of institutions of higher education and their organizations dedicated to the promotion and advancement of independent colleges and universities of liberal arts and sciences in their historic and vital contribution to ethical, moral, intellectual and spiritual values, and national and social priorities.

The Council plans and implements programs of mutual self-help, self-examination, and professional advancement in the following essential ways:

1. The Council helps member colleges and universities define, articulate, and fulfill their role in a rapidly changing world and assists them in making significant contributions to higher education and the economic, political, social, intellectual, and cultural vitality of society.

2. The Council promotes educational advancement and economic well-being of member colleges and universities and their organizations through training and consultation in:

- a. ~~traditional and non-traditional~~ academic programs,
- b. faculty and student development processes and programs,
- c. administrative competencies and procedures,

- d. financial management and accountability,
- e. public relations, ~~and marketing, and communication, and~~
- f. advancement and fundraising.

3. The Council undertakes experimental and innovative research projects on behalf of member colleges and universities and their organizations and shares results ~~through publications and other means.~~

4. The Council serves as a public voice for member colleges and universities and their organizations in the expression of ~~innovation and successes,~~ legitimate concerns, and objectives in whatever situations may involve their welfare, and it promotes the visibility of ~~small and mid-sized~~ independent colleges and universities among local, state, and national audiences.

5. The Council supports State Council Members by providing information, reports, programs, meetings, and consultation services to assist in efforts to generate corporate and foundation awareness, interest in and financial support of independent higher education within members' states; seeks increased national attention to the collective efforts of State Council Members; and manages the CIC/UPS Educational Endowment in conformity with the original letters of conveyance and mindful of established principles and practices.

ARTICLE III

Membership

Section 1a. Eligibility for Institutional Membership in the Council will be ~~open extended~~ to all ~~non-profit nonprofit~~, independent, baccalaureate degree-granting colleges and universities of liberal arts and sciences. They shall be designated Institutional Members. A college or university of liberal arts and sciences is an institution that:

1. offers programs leading to at least a Bachelor of Arts or Bachelor of Sciences ~~degree or its equivalent;~~
2. demonstrates a commitment to the liberal arts and sciences ~~by such means as requiring for graduation approximately one third of all general education and major courses to be in these fields; and,~~
3. ~~offers several areas of concentration in the liberal arts and science disciplines, or enrolls the majority of all undergraduate students in these programs.~~

Section 1b. Minimally, a college or university in the United States must possess at least Candidacy Status of a United States regional or national accrediting association or be in the process of appealing the loss of accreditation.

Section 1c. An applicant college or university must have been in operation for a minimum of three years.

~~Section 1d~~Section 1d. Annual membership dues will be paid in full by ~~July 15~~August 1 of each year. Colleges newly admitted to membership during a given year will pay dues on a monthly-prorated basis from the date of formal approval. To be considered for participation in CIC member-only programs and services, a member college must have dues paid in full prior to consideration for such activities and be in good standing at the time of the program or service. An institution's membership will be terminated if annual dues are not paid in full ~~six~~two months after the initial ~~July 15~~August 1 deadline; an institution may be readmitted to membership without penalty if it meets all criteria for membership. Adoption of or changes in Institutional Member dues will be proposed by the Board of Directors but will be effective only

after approval by a ~~mail~~ ballot or at the Annual Business Meeting of the Council by a simple majority of the Institutional Membership voting.

Section 1e. Every college or university admitted to membership in the Council will be required to designate a person to represent the institution at meetings of the Council and to receive on behalf of the institution official communications from the Council. Unless a member institution designates some other person to act as its representative, the chief executive officer of the college or university will be regarded as its representative. Each Institutional Member is entitled to one vote on any question before the Council, the vote to be cast by its designated representative.

Section 2. ~~A~~Eligibility for a second category of membership will be open to ~~non-profit~~nonprofit, independent, baccalaureate degree-granting institutions that demonstrate a commitment to the liberal arts and whose main educational programs and facilities are located outside the United States. These shall be designated International Members and will pay annual membership dues as described in Article III, Section 1d. Institutions outside the United States must meet the accreditation standards set by the governing body of education in their country that is deemed comparable to regional or national accrediting agencies. ~~International Members will pay annual membership dues as described in Article III, Section 1d.~~

Section 3. ~~A~~Eligibility for a third category of membership will be open to associate's degree-granting, ~~non-profit~~nonprofit, independent, liberal arts colleges. These shall be designated Associate Members and must meet all membership requirements as described in Article III, Sections 1b–1c, with the exception of the requirement of a program leading to a Bachelor of Arts or Bachelor of Science ~~degree~~ or its equivalent. Associate Members will pay annual membership dues as described in Article III, Section 1d.

Section 4. ~~A~~Eligibility for a fourth category of membership will be open to state-based councils. These shall be designated State Council Members. Organizations that include among their members the majority of the CIC-eligible colleges and universities in their state as described in Article III, Section 1a–1c, have an active board of directors that includes presidents of their member colleges, and are pursuing as one organizational priority scholarship fundraising, program development, developing relations with corporations, or advocacy efforts for their member colleges are eligible for membership as State Council Members. The State Councils shall elect a Presiding Officer at their annual business meeting who will serve as the network's primary liaison with the CIC ~~Vice President for~~staff member supporting its State Council Programs. State ~~Councils~~Council Members will pay annual membership dues as described in Article III, Section 1d.

Section 5. ~~A~~Eligibility for a fifth category of membership will be open to all educational associations, learned societies, and other organizations with ~~501(c)(3)~~nonprofit status that serve independent colleges and universities. These shall be designated Affiliate Members. Affiliate Members will pay annual membership dues as described in Article III, Section 1d.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors (hereafter, the Board) generally will have power to set policy, manage, and direct the affairs of the Council.

Section 2. The Board will consist of up to ~~37~~38 members, including a maximum of 26 chief executive officers from member colleges and universities and a maximum of 12 additional members drawn principally from senior executive ranks of American business corporations and philanthropies. Two positions on the Board will normally be reserved for individuals with experience in State ~~Council~~ Members Councils as chief executives, a member president, or corporate members; one of these positions is reserved for the Presiding Officer of the State Councils.

Section 3. The Board will be self-perpetuating. It will elect each incoming class of new directors, elect ~~members of the Executive Committee~~ officers, and fill all vacancies for the remainder of unexpired terms except that of Chair. The Board will seek nominations for new directors from Institutional and International Member college and university presidents, chief executives of State Councils, and other members of the Board.

Section 4. The Board will meet at least twice each year at times and places to be designated by the Board. One of these meetings will be in January in conjunction with the CIC Presidents Institute.

Section 5. The Board will give its advice to the Chair on the appointment of the Council's standing committees, commissions, and special task forces. The oversight responsibilities and titles of the standing committees will reflect the Council's major mission-driven operational activities, including developing and offering programs, projects, and services to members; public information and advocacy; membership growth and engagement; fundraising; and finances and investments. The Chair of the committee overseeing the Council's member programs, projects, and services will succeed the Chair of the Board in the event of death, resignation, inability to serve, removal from office, or completion of term; and in the absence of the Chair of the Board will preside at meetings of the Executive Committee, Board, and the Council.

Section 6. One-third of the members of the Board will constitute a quorum for the transaction of business.

Board Executive Committee

Section 1. The Board will have an Executive Committee consisting of ~~nine Officers:~~ as members: the Chair, Vice Chair for Programs, Secretary and Vice Chair for Membership, Treasurer, Vice Chair for Public Information, Vice Chair for Investment, Vice Chair for Resource Development, the Past Chair, ~~and the Treasurer, the Chairs of the Standing Committees, and the~~ President of the Council. These officers will have full voting privileges as Board members and also will be the senior officers of the Council.

Section 2. The Executive Committee will act on behalf of the Board between meetings of the Board and will report all of its actions to the Board. With the advice and consent of the Board, the Executive Committee will assume planning and fiscal responsibilities for the Board and Council.

Section 3. The Executive Committee will normally meet three times each year at times and places to be set by the Committee. One of these meetings will be in January in conjunction with the CIC Presidents Institute.

Section 4. ~~Participation~~ Virtual participation by members of the Executive Committee in any meeting of the Committee ~~by means of conference telephone call or other similar communications method~~ constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Written consent by all members of the Executive Committee to any action taken or to be taken by the Committee shall authorize and validate such action as though it had been authorized at a meeting of the

Committee. Written consent includes facsimile and email. The Secretary shall file such consents with the minutes of the Council's meetings.

Section 5. The Chair of the Executive Committee will be Chair of the Board and Chair of the Council. The Chair will preside at meetings of the Board, ~~the Executive Committee,~~ and ~~of~~ the Council. The Chair will represent the Council and, with the advice of the Board, may designate others to do so. ~~The Chair will appoint standing committees, commissions, and special task forces with the advice of the Board.~~

~~Section 6. The Vice Chair for Programs of the Executive Committee will be Vice Chair for Programs of the Board and of the Council. The Vice Chair will assist the Chair and succeed him or her in the event of death, resignation, inability to serve, removal from office, or completion of term. In the absence of the Chair, the Vice Chair for Programs will preside at meetings of the Board and the Council. The Vice Chair also will serve as Chair of the Programs Committee of the Board. That Committee will provide Board leadership for the Council's programs, projects, and services.~~

~~Section 7. The Secretary of the Executive Committee will be Secretary of the Board and Secretary of the Council. The Secretary will keep a full, true, and accurate record of all meetings of the Board, the Executive Committee, and the Council. The Secretary will give advance notice of all meetings in accordance with the provisions of these Bylaws. ~~The Secretary also will serve as Chair of the Membership Committee of the Board. That Committee will provide Board leadership for the Council's development of Institutional, International, Associate, Affiliate, and State Council Members.~~~~

Section 8. The Treasurer of the Executive Committee will be Treasurer of the Board and Treasurer of the Council. The Treasurer will be the official custodian of all funds and fiscal records of the Council and will report at each meeting of the ~~Board, the~~ Executive Committee, ~~Board,~~ and the Council.-

~~Section 8. On completion of term, the outgoing~~Section 9. ~~The Vice Chair for Public Information of the Executive Committee will be Vice Chair for Public Information of the Board and the Council. The Vice Chair will also serve as Past Chair of the Public Information Committee of the Board. That Committee will provide Board leadership for the Council's activities to increase public understanding of and support for the Council's member colleges and universities and their organizations.~~

~~Section 10. The Vice Chair for Investment of the Executive Committee will be Vice Chair for Investment of the Board and of the Council. The Vice Chair will also serve as Chair of the Investment Committee. That Committee will provide Board leadership for the Council's resources under investment management, including the CIC/UPS Educational Endowment and CIC Reserves portfolios.~~

~~Section 9.~~Section 11. ~~The Vice Chair for Resource Development of the Executive Committee will be Vice Chair for Resource Development of the Board and of the Council. The Vice Chair will also serve as Chair of the Resource Development Committee of the Board. That Committee will provide Board leadership for the Council's resource development needs.~~

~~Section 12. The Past Chair of the Executive Committee will serve as Past Chair of the Board and of the Council.~~

Section 13. The President of the Council will serve ex officio as a member of the Executive Committee.

Audit Committee

Section 1a. Membership of the Audit Committee will consist of at least three members and include at least two Board members who are not members of the Executive Committee and are experienced in

evaluating financial statements. The Chair of the Audit Committee will not be a member of the Executive Committee.

Section 1b. The Committee will recommend the selection of auditors and review the audit results.

Investment Committee

Section 1a. The Investment Committee will be chaired by a Board member who is highly knowledgeable about investments. The Committee is authorized to rely upon the recommendations of an independent investment advisor from a firm experienced with ~~non-profit~~nonprofit investment management principles and goals. The Chair of that Committee will be a member of the Executive Committee.

Section 1b. The Committee will ~~manage~~provide leadership for the Council's resources under investment management, including the CIC/UPS Educational Endowment and CIC Reserves portfolios, and will recommend to the Board ~~of Directors~~ investment policy provisions.

Compensation Committee

~~Section 1a.~~ Membership of the Compensation Committee will consist of the Chair of the Board ~~of Directors~~ and two other members of the Executive Committee appointed by the Chair. The Committee shall consist solely of disinterested persons.

~~Section 1b.~~ The Committee will recommend to the Executive Committee the terms and conditions of the President's employment, utilizing appropriate benchmarking information.

Chief Executive Officer and Agents to the Board

Section 1. The ~~chief executive officer~~Chief Executive Officer of the Council will be the President, who will serve at the pleasure of the Board. The President will be appointed by the Board on such terms and conditions as the Board may deem appropriate. The President will be a member ex officio of the Board, the Executive Committee of the Board, and all other standing committees of the Board, with the exception of the Compensation Committee.

Section 2. There will be a Clerk of the Corporation who will be a resident of the State of Maine and who will represent the Corporation in the State. The Clerk need not be a member of the Board.

Section 3. There will be a Registered Agent for the Corporation who will be a resident of the District of Columbia. The Agent need not be a member of the Board.

Terms for Board Members

Section 1. Except for members of the Executive Committee, each Board member will serve a three-year term, after which a chief executive officer of a college or university must rotate off the Board for at least one year before becoming eligible for election to another term. Directors who are not college or university presidents may be reappointed for additional three-year terms.

Section 2. Except for members of the Executive Committee, Board members will be grouped into three classes. These classes will serve staggered, three-year terms.

Section 3. A Board member must complete at least one year on the Board before becoming eligible for election as an officer and member of the Executive Committee. Former Board members, after completing a full term of service, are eligible for election to the Executive Committee.

Section 4. Each member of the Executive Committee will be elected by the Board to serve a two-year term, after which ~~he or she~~they must rotate off the Board for at least one year before being eligible for election to another term as a Board member. There will be three exceptions to this provision:

- The ~~Vice-Chair for Programs of the Committee overseeing the Council's member programs, projects, and services~~ will also be Chair-elect, making ~~his or her~~the rotation to Chair automatic.
- The Chair will automatically rotate to the position of Past Chair after serving a two-year term as Chair.
- The Past Chair will automatically rotate off the Board after serving a two-year term.

Section 5. Regular Board members and members of the Executive Committee will begin their terms of office and outgoing Board members and outgoing members of the Executive Committee will complete their terms of office following the day of the January Annual Business Meeting of the Council.

Indemnification of Board Members

Section 1. The Council indemnifies and holds harmless each Director, Officer, or Employee of the Council against and from all loss, cost, and reasonable expenses hereafter incurred by ~~him or her~~them in the payment, settlement, and defense of any claim, suit, or proceeding brought against such person because such person is or has been such Director, Officer, or Employee, or because of any action alleged to have been taken or omitted by ~~him or her~~them as Director, Officer, or Employee at the time any loss, cost, or expense is suffered or incurred. Such rights will not apply in relation to any matters as to which (1) such Director, Officer, or Employee will be adjudged in final judgment in such suit or proceeding to be liable for willful misconduct or for ~~his or her~~their own negligence, or (2) if there is no final judgment, the Members of the Council at the time the subject is first presented to them for determination by a majority vote that such a Director, Officer, or Employee has suffered or incurred such loss, cost, or expense as a result of ~~his or her~~their willful misconduct or negligence.

ARTICLE V

Meetings of the Council

Section 1. There will be an Annual Business Meeting of the Council at a ~~date~~time and place ~~determined to be designated~~ by the Board. The purpose of the annual meeting will be for Members of the Council to receive annual reports and transact Council business. Institutional and International ~~member~~Member presidents will be notified of the time and place of such meetings in writing by the Secretary at least thirty (30) days before the time appointed for the meeting.

Section 2. Representatives of ten percent (10%) of the Institutional ~~and International~~ Members of the Council will be necessary to form a quorum for the transaction of business at the Annual Business Meeting.

Section 3. Special meetings of Institutional and International Members of the Council will be held at the call of the Chair of the Board or the President of the Council upon the written request of a majority of the Institutional and International Members of the Board of Directors or the Executive Committee. The Secretary will send notice of the time and place of such meeting not less than fifteen (15) days prior thereto, unless such notice is waived by consent of the Institutional and International Members in assembly with a quorum present.

Section 4. If a majority of the Institutional and International Members entitled to notice ~~move~~ to waive notice of a special meeting, no notice of such meetings will be required.

ARTICLE VI

Amendments

Section 1a. Policy matters of major importance, including amendment, repeal, or alteration of the Bylaws, in whole or part, may be permitted from time to time by either of ~~these~~ methods: listed below.
~~listed below:~~

Section 1b. The matter may be decided by a ~~mail~~-referendum of the Institutional and International Members. ~~Such a~~ referendum may be initiated by the Board or upon written petition of ten ~~(10)~~ percent (10%) of the Institutional and International Members of the Council. Two-thirds vote of the Institutional and International Members voting in the ~~mail~~-referendum will be necessary for passage or adoption.

Section 1c. The matter may be decided at any duly called meeting, regular or special. Two-thirds of the Institutional and International Members present and voting will be necessary for passage or adoption.

Section 2 In the use of either method above, it is mandatory that the proposed change or policy matter be filed with the Secretary at least forty-five (45) days in advance of the meeting date or ballot counting date; and a notice of the proposal, with a copy thereof, ~~will have been mailed~~ be provided to all Institutional and International Members not less than thirty (30) days in advance of such meeting which is to consider the change or the date set for the ballot count. Email filings and notifications satisfy all ~~mailing~~ information requirements.

ARTICLE VII

Rules of Order

Section 1. *Robert's Rules of Order*, ~~Revised (as most recently revised by Henry Martyn Robert)~~ the Robert's Rules Association (RRA), will govern the proceedings except where otherwise specified in these Bylaws.

~~Article~~ ARTICLE VIII

Provision for Dissolution

Upon dissolution of this ~~corporation~~ Corporation, if such ever should occur, the Board will distribute all the assets of the Council remaining after payment of debts and liabilities to such institutions or associations as

the majority of the Board will elect, which are tax-exempt under United States Internal Revenue Law and Regulations, and are organized and operated exclusively for educational or charitable purposes, and have purposes similar to the purposes of the Council.

COUNCIL OF INDEPENDENT COLLEGES

BYLAWS

(As amended January 7, 2024)

ARTICLE I

Name, Location, Seal

Section 1. The formal name of this organization is Council of Independent Colleges Inc.; and it's often referenced in abbreviated form as "CIC".

Section 2. The location of the principal office of the Council is in Washington, District of Columbia.

Section 3. The corporate seal of the corporation is circular in form, with the name of the corporation, the year of its organization, and the State of Maine engraved on its face so that it may be embossed on paper by pressure.

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2. demonstrates a commitment to the liberal arts and sciences.

Section 1b. Minimally, a college or university in the United States must possess at least Candidacy Status of a United States regional or national accrediting association or be in the process of appealing the loss of accreditation.

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Section 4. Eligibility for a fourth category of membership will be open to state-based councils. These shall be designated State Council Members. Organizations that include among their members the majority of the CIC-eligible colleges and universities in their state as described in Article III, Section 1a–1c, have an active board of directors that includes presidents of their member colleges, and are pursuing as one organizational priority scholarship fundraising, program development, developing relations with corporations, or advocacy efforts for their member colleges are eligible for membership as State Council Members. The State Councils shall elect a Presiding Officer at their annual business meeting who will serve as the network's primary liaison with the CIC staff member supporting its State Council Programs. State Council Members will pay annual membership dues as described in Article III, Section 1d.

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Section 5. The Chair of the Executive Committee will be Chair of the Board and Chair of the Council. The Chair will preside at meetings of the Board, the Executive Committee, and the Council. The Chair will represent the Council and, with the advice of the Board, may designate others to do so.

Section 6. The Secretary of the Executive Committee will be Secretary of the Board and Secretary of the Council. The Secretary will keep a full, true, and accurate record of all meetings of the Board, the Executive Committee, and the Council. The Secretary will give advance notice of all meetings in accordance with the provisions of these Bylaws.

Section 7. The Treasurer of the Executive Committee will be Treasurer of the Board and Treasurer of the Council. The Treasurer will be the official custodian of all funds and fiscal records of the Council and will report at each meeting of the Board, the Executive Committee, and the Council.

Section 8. On completion of term, the outgoing Chair of the Board and the Council will serve as Past Chair of the Board and the Council.

Section 9. The President of the Council will serve ex officio as a member of the Executive Committee.

Audit Committee

Section 1a. Membership of the Audit Committee will consist of at least three members and include at least two Board members who are not members of the Executive Committee and are experienced in evaluating financial statements. The Chair of the Audit Committee will not be a member of the Executive Committee.

Section 1b. The Committee will recommend the selection of auditors and review the audit results.

Investment Committee

Section 1a. The Investment Committee will be chaired by a Board member who is highly knowledgeable about investments. The Committee is authorized to rely upon the recommendations of an independent investment advisor from a firm experienced with nonprofit investment management principles and goals. The Chair of that Committee will be a member of the Executive Committee.

Section 1b. The Committee will provide leadership for the Council's resources under investment management, including the CIC/UPS Educational Endowment and CIC Reserves portfolios, and will recommend to the Board investment policy provisions.

Compensation Committee

Section 1a. Membership of the Compensation Committee will consist of the Chair of the Board and two other members of the Executive Committee appointed by the Chair. The Committee shall consist solely of disinterested persons.

Section 1b. The Committee will recommend to the Executive Committee the terms and conditions of the President's employment, utilizing appropriate benchmarking information.

Chief Executive Officer and Agents to the Board

Section 1. The Chief Executive Officer of the Council will be the President, who will serve at the pleasure of the Board. The President will be appointed by the Board on such terms and conditions as the Board may deem appropriate. The President will be a member ex officio of the Board, the Executive Committee of the Board, and all other standing committees of the Board, with the exception of the Compensation Committee.

Section 2. There will be a Clerk of the Corporation who will be a resident of the State of Maine and who will represent the Corporation in the State. The Clerk need not be a member of the Board.

Section 3. There will be a Registered Agent for the Corporation who will be a resident of the District of Columbia. The Agent need not be a member of the Board.

Terms for Board Members

Section 1. Except for members of the Executive Committee, each Board member will serve a three-year term, after which a chief executive officer of a college or university must rotate off the Board for at least one year before becoming eligible for election to another term. Directors who are not college or university presidents may be reappointed for additional three-year terms.

Section 2. Except for members of the Executive Committee, Board members will be grouped into three classes. These classes will serve staggered, three-year terms.

Section 3. A Board member must complete at least one year on the Board before becoming eligible for election as an officer and member of the Executive Committee. Former Board members, after completing a full term of service, are eligible for election to the Executive Committee.

Section 4. Each member of the Executive Committee will be elected by the Board to serve a two-year term, after which they must rotate off the Board for at least one year before being eligible for election to another term as a Board member. There will be three exceptions to this provision:

- The Chair of the Committee overseeing the Council's member programs, projects, and services will also be Chair-elect, making the rotation to Chair automatic.
- The Chair will automatically rotate to the position of Past Chair after serving a two-year term as Chair.
- The Past Chair will automatically rotate off the Board after serving a two-year term.

Section 5. Regular Board members and members of the Executive Committee will begin their terms of office and outgoing Board members and outgoing members of the Executive Committee will complete their terms of office following the day of the January Annual Business Meeting of the Council.

Indemnification of Board Members

Section 1. The Council indemnifies and holds harmless each Director, Officer, or Employee of the Council against and from all loss, cost, and reasonable expenses hereafter incurred by them in the payment, settlement, and defense of any claim, suit, or proceeding brought against such person because such person is or has been such Director, Officer, or Employee, or because of any action alleged to have been taken or omitted by them as Director, Officer, or Employee at the time any loss, cost, or expense is suffered or incurred. Such rights will not apply in relation to any matters as to which (1) such Director, Officer, or Employee will be adjudged in final judgment in such suit or proceeding to be liable for willful misconduct or for their own negligence, or (2) if there is no final judgment, the Members of the Council at the time the subject is first presented to them for determination by a majority vote that such a Director, Officer, or Employee has suffered or incurred such loss, cost, or expense as a result of their willful misconduct or negligence.

ARTICLE V

Meetings of the Council

Section 1. There will be an Annual Business Meeting of the Council at a time and place to be designated by the Board. The purpose of the annual meeting will be for Members of the Council to receive annual reports and transact Council business. Institutional and International Member presidents will be notified of the time and place of such meetings in writing by the Secretary at least thirty (30) days before the time appointed for the meeting.

Section 2. Representatives of ten percent (10%) of the Institutional and International Members of the Council will be necessary to form a quorum for the transaction of business at the Annual Business Meeting.

Section 3. Special meetings of Institutional and International Members of the Council will be held at the call of the Chair of the Board or the President of the Council upon the written request of a majority of the Institutional and International Members of the Board of Directors or the Executive Committee. The Secretary will send notice of the time and place of such meeting not less than fifteen (15) days prior thereto, unless such notice is waived by consent of the Institutional and International Members in assembly with a quorum present.

Section 4. If a majority of the Institutional and International Members entitled to notice moves to waive notice of a special meeting, no notice of such meetings will be required.

ARTICLE VI

Amendments

Section 1a. Policy matters of major importance, including amendment, repeal, or alteration of the Bylaws, in whole or part, may be permitted from time to time by either of the methods listed below.

Section 1b. The matter may be decided by a referendum of the Institutional and International Members. A referendum may be initiated by the Board or upon written petition of ten percent (10%) of the Institutional and International Members of the Council. Two-thirds vote of the Institutional and International Members voting in the referendum will be necessary for passage or adoption.

Section 1c. The matter may be decided at any duly called meeting, regular or special. Two-thirds of the Institutional and International Members present and voting will be necessary for passage or adoption.

Section 2 In the use of either method above, it is mandatory that the proposed change or policy matter be filed with the Secretary at least forty-five (45) days in advance of the meeting date or ballot counting date; and a notice of the proposal, with a copy thereof, be provided to all Institutional and International Members not less than thirty (30) days in advance of such meeting which is to consider the change or the date set for the ballot count. Email filings and notifications satisfy all information requirements.

ARTICLE VII

Rules of Order

Section 1. *Robert's Rules of Order*, as most recently revised by the Robert's Rules Association (RRA), will govern the proceedings except where otherwise specified in these Bylaws.

ARTICLE VIII

Provision for Dissolution

Upon dissolution of this Corporation, if such ever should occur, the Board will distribute all the assets of the Council remaining after payment of debts and liabilities to such institutions or associations as the majority of the Board will elect, which are tax-exempt under United States Internal Revenue Law and Regulations, and are organized and operated exclusively for educational or charitable purposes, and have purposes similar to the purposes of the Council.