



**HACU**

# **BYLAWS**

## **HISPANIC ASSOCIATION OF COLLEGES AND UNIVERSITIES**

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Adopted September 28, 1992  
Amended October 10, 1994  
Amended October 1, 1995  
Amended October 28, 1996  
Amended October 28, 1997  
Amended September 28, 1998  
Amended October 31, 1999  
Amended November 5, 2000  
Amended October 27, 2002  
Amended October 17, 2004  
Amended October 16, 2005

## **Hispanic Association of Colleges and Universities**

### BYLAWS

#### ARTICLE I. NAME and OFFICES

A. The name of this corporation is the Hispanic Association of Colleges and Universities (HACU) hereinafter also referred to as the Association.

B. The principal office of the Association shall be located initially at 411 S.W. 24th Street in San Antonio, Bexar County, Texas. The Association may have such other offices, either within or without the State of Texas, as the Governing Board may determine or as the affairs of the Association may require from time to time.

#### ARTICLE II. PURPOSE

In accordance with the Articles of Incorporation, the essential character (purpose) of the Association is for the institutional development of the member colleges and universities and for the advancement of postsecondary educational opportunities for Hispanic students in the United States of America. It is the responsibility of the Governing Board to retain in perpetuity the identity of the Association as such an organization. Changes in the essential character of the Association as herein described shall be approved by the affirmative vote of four-fifths (4/5) of the membership, after the Governing Board has recommended such changes.

The purpose or purposes for which the Association is organized are to operate for educational and charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1954, including for such purposes and subject to such limitations to further the development of the member institutions so that they may be able to provide all their students, but especially their Hispanic students, the highest quality of postsecondary education, both curricular and cocurricular in nature.

These Bylaws are intended to provide the framework of operation for the Association.

#### ARTICLE III. MEMBERSHIP

A. Institutions of higher education shall be considered for membership in the Association. Individual campuses and/or systems may join as members. Non-profit organizations of education may become associate members. Each respective chief executive officer ordinarily shall represent his/her institution in the Association's business. However, in the event that a current Governing Board member loses his/her position as CEO, that member shall be allowed to serve on the Governing Board the remainder of the year involved up to the next annual meeting, upon approval by the Governing Board. Membership will be of three types: voting members, associate members, and international members.

1. Voting Members. Candidates for this type of membership must be institutions or

systems located in the USA, including maritime territories; hold accreditation by a regional or national accrediting agency recognized by the U.S. Department of Education and/or the Council of Higher Education Accreditation (CHEA); have been accorded non-profit status by the Internal Revenue Service of the United States Treasury Department and demonstrate that Hispanic students constitute a minimum of 25% of the total enrollment, including full-time and part-time students whether at the undergraduate or graduate level of the institution, or both. Institutions shall demonstrate their eligibility by providing to the Association the following:

- a. A signed statement or declaration by or on behalf of the institution's chief executive officer certifying that the candidate institution is in agreement with the purposes of the Association and will take appropriate actions to achieve them; and
  - b. Payment of year's dues. Once (a) above and the dues have been received at the Association's office, the President of the Association shall verify from the most recent available data available through the National Center for Education Statistics or from other reliable sources, including prospective member institutions, that the candidate institutions' Hispanic students constitute a minimum of 25% of the total enrollment, as specified under 1. above.
2. Associate Members. For an institution or system of higher education to be eligible for associate membership, it must demonstrate it has at least 1,000 Hispanic students enrolled or that minimally 10% of its total enrollment is Hispanic, including full-time and part-time students whether at the undergraduate or graduate level of the institution, or both. Those institutions of higher education who already hold associate membership in the Association will be exempt from this requirement and grandfathered into this governance system. The institution or system must also comply with the following requirements: be located in the USA, including maritime territories; hold accreditation by a regional or national accrediting agency recognized by the U.S. Department of Education and/or the Council of Higher Education Accreditation (CHEA); and have been accorded non-profit status by the Internal Revenue Service of the United States Treasury Department.
- a. Non-profit organizations of education may be eligible for associate membership.
  - b. The Associate Membership of the Association shall be divided into geographical regions as established by the Association's Governing Board. Each of the regions shall elect, every 2 years at the Annual Meeting, a proportionate number of its members to serve as voting members of the Association, as approved by the Governing Board. Those institutions and organizations elected from the associate membership will be represented by the chief executive officer or his/her designee of senior rank.

3. The International Membership category is open to duly authorized institutions of higher education abroad who produce evidence that they are legally constituted entities authorized to operate in their countries according to the rules and regulations required by their governments. International Members are non-voting members.

International Members shall demonstrate their eligibility by providing to the Association the following: (1) a signed statement or declaration by or on behalf of the institution's chief executive officer certifying that the candidate institution is in agreement with the purposes of the Association; (2) a signed statement or declaration by or on behalf of the institution's chief executive officer that the institution is duly authorized by the appropriate state and federal authorities to operate as a degree-granting institution of higher education; (3) completion of the official application and required endorsements for admission as an international member; and (4) payment of first year's dues.

B. The President, or his/her delegate, shall upon approval and acceptance of application for membership so notify the applicant in writing.

C. Membership is not transferable or assignable.

D. The failure to pay dues by members shall give the Board the right to declare such members as having resigned.

#### ARTICLE IV. AFFILIATED COUNCILS, GROUPS, AND PARTNER INSTITUTIONS

A. The Association may choose to appoint or entertain the creation, as necessary or desirable, of commissions, advisory groups, or affiliated councils. These will not be eligible to hold membership in HACU per se, but shall provide valuable service to the Association.

B. Considering that a core principle of the founding and mission of HACU is to foster partnerships between member institutions and business and industry, a Corporate and Philanthropic Council of 30 members is established as an ongoing Advisory Group. Members will serve a 3-year term. Members shall be eligible to be recommended for additional terms by the President of HACU and the Chair of HACU's Governing Board jointly. The procedure for selecting and approving members of the HACU Corporate and Philanthropic Council is:

1. the Chair of the Corporate and Philanthropic Council and the HACU President will jointly develop a slate of names and present the closed slate to the Governing Board for a simple yes/no ratification at any regular HACU Governing Board Meeting;
2. the HACU Governing Board will accept or reject the entire closed slate and the terms of service of the approved Corporate and Philanthropic Council members begins thereupon.

C. In recognition of special efforts to advance HACU's mission by accredited institutions which do not meet the eligibility requirement for membership, a Partner Institutions category is established. Appropriate annual dues and privileges will be set by the Board of Governors periodically to ensure that their partnering role is consistently supportive of HACU's mission and strategic goals.

## ARTICLE V. MEETINGS

A. The Association shall hold an annual meeting for its membership, the location and date of which shall be determined by the Governing Board of the Association.

1. Special meetings may be called by two-thirds (2/3) of the voting membership. Such meetings may be held within or without the State of Texas. Notice of special meetings shall be given to the entire membership at least 30 days previously thereto by written notice to each member.
2. A majority of the members present eligible to vote shall constitute a quorum for the transaction of business.
3. Any business transaction that requires either a simple majority or a two-thirds (2/3) vote of the voting membership, may be done by written ballot. Such written ballot shall be furnished by the Secretary of the Association to each voting member and shall contain a clearly marked return envelope. The written ballot shall be returned to the teller designated by the Chairperson to provide a report of that vote. The Secretary of the Association shall certify all written ballot reports to the Governing Board which shall declare the results of the vote.
4. Members shall not receive any stated compensation for their services during meetings.

B. *Robert's Rules of Order* shall govern the conduct and business of the meetings of the Association.

## ARTICLE VI. GOVERNING BOARD

A. The affairs of the Association shall be managed by its Governing Board. Their powers shall include but not be limited to the following:

1. Elect and remove the Officers of the Governing Board in accordance with these Bylaws;
2. Develop and establish policy for the good of the Association;
3. Inform the membership of significant changes in policy;

4. Appoint or remove the President of the Association in accordance with contractual obligations and procedures established by the Governing Board;
5. Approve annually and monitor the budget of the Association;
6. Authorize the sale and purchase of land, buildings or other major capital expenditures for use of the Association and to authorize the incurring of debts by the Association and securing thereof by mortgage and pledge or real and personal property, tangible and intangible;
7. Review the performance of the President of the Association through procedures previously established;
8. Approve any increase in membership dues; and
9. Report to the membership annually the audited financial statements of the Association, prepared by a licensed CPA firm.

B. The Governing Board shall consist of 18 voting governors.

1. Twelve members shall be elected by the voting members of the Association. These 12 Board members will be selected from among the Association's voting members for rotating terms of three years. No Governing Board member shall serve more than two consecutive three-year terms on the Governing Board, except when the immediate past Chairperson concludes his/her term of office during the last year of his/her second term; in such instance the past Chairperson may serve for an additional year. However, Governing Board members who cease to be chief executive officers of their institutions, after having been selected from among the Association's voting members, shall be allowed to serve the remainder of the year involved up to the annual meeting, upon approval by the Governing Board. The 12 individuals elected to the Governing Board by the voting members of the Association should preferably be chief executive officers.
2. The 12 board members elected by the voting members of the Association shall select the other five members of the Governing Board. These five members at-large of the Governing Board should be broadly representative of areas such as business, industry, and government, and shall include CEO representation from the Associate and International membership. These five members at-large shall also serve three-year terms as determined by the Governing Board.
3. A sixth at-large Board member shall be the Chair of HACU's advisory Corporate and Philanthropic Council for as long as she/he serves as the Corporate and Philanthropic Council Chair, never more than six consecutive years.
4. The President of the Association shall serve as an ex-officio member of the Governing Board without power to vote.

5. In addition, the position of Chair Emeritus may serve in ex-officio status, without the power to vote, as an honorary adjunct to the Governing Board. Chair Emeritus must be elected to this honorary position and be confirmed by a majority affirmative vote at a regularly scheduled annual meeting of the Association's membership. The duration of the term will be for a three-year period.

C. The Governing Board shall meet at least three times a year, with date and location of the regular meetings to be decided by the majority of the Board. A simple majority of the current Governing Board membership shall constitute quorum for its meetings. For the purposes of achieving a quorum, a Governing Board member may authorize in writing someone else to serve as proxy in person, via videoconference, or by telephone conference call. The proxy's powers shall extend as far as authorized in writing; non-voting proxies will be counted as abstentions in any vote taken. However, proxy participation shall not be counted as "present" for purposes of member attendance requirements, per Article VI.H. The Governing Board, during its regularly scheduled meeting, may vote on holding a special or an additional meeting. Special meetings of the Governing Board may be held at the written request, to the Chairperson, by nine members of the Governing Board.

D. The Governing Board, after the annual meeting of members, shall elect its own officers for one-year terms. These will be Chairperson, Vice-Chairperson, Secretary and Treasurer. Officers are eligible to be elected to a second one-year term. The Executive Committee of the Governing Board shall consist of the Officers, the Chairs of the Directorship and Government Relations Committees, the immediate past Chairperson of the Governing Board, and the President as ex-officio.

E. The duties of the Officers of the Governing Board shall be as follows:

1. Chairperson. The Chairperson may call meetings of the Executive Committee as needed, and may call a special meeting of the Governing Board. The Chairperson shall preside at all meetings of the Governing Board, shall have a right to vote on all questions, shall appoint Standing Committees of the Governing Board, and shall have such other powers and duties as the membership may from time to time prescribe.
2. Vice-Chairperson. In the absence of the Chairperson of the Governing Board, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions of the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the membership.
3. Secretary. The Secretary shall keep the minutes and the attendance register of the meetings of the members and of the Governing Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and

such other duties as from time to time may be assigned to him/her by the Chairperson or by the Governing Board or its Executive Committee.

4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairperson or by the Governing Board or by the membership.

F. Removal. Any Governing Board member elected or appointed by the Governing Board may be removed by two-thirds (2/3) vote of the Governing Board whenever, in its judgment, the best interest of the Association would be served thereby.

G. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Governing Board for the unexpired portion of the term.

H. Attendance. Attendance at Governing Board meetings is a serious expectation for all Board members. Any Board member missing three or more meetings (with or without excuse) within any full-year cycle shall be subject to removal from the Board, per Article VI. F.

## ARTICLE VII. COMMITTEES

A. The Governing Board shall have four standing committees in addition to the Executive Committee. These committees shall be: Directorship Committee, Finance Committee, Resource Development Committee, and Government Relations Committee.

1. The Directorship Committee shall consist of five members selected from among the voting members of the Association. This committee has as its major responsibilities the yearly nomination of candidates for Governing Board openings and the on-going assessment of the Governing Board's needs and effectiveness. Other responsibilities may be assigned by the Chairperson. Normally, this Committee shall be chaired by the Secretary.
2. The Finance Committee shall total five members, three of whom will be selected from the membership and two of whom may be selected from the areas of business or finance. This Committee is responsible for advising the Association on fiscal affairs and providing general guidance to the President on investment matters. This Committee will identify areas of need and opportunity for the Association in the furtherance of its financial development. Normally, this Committee shall be chaired by the Treasurer.
3. The Resource Development Committee shall consist of seven members, four of whom will be selected from among the membership and three of whom may be selected from other areas of public life. The Resource Development Committee



assists the Association in the achievement of its purposes and effectiveness by strengthening the Association's capacities and public acceptance. This Committee offers general guidance to the Association's fund-raising activities. Ordinarily, the Vice-Chairperson of the Executive Committee will chair this Committee.

4. The Government Relations Committee shall consist of a minimum of seven members, at least four of whom will be selected from among the membership and at least three of whom may be selected from other areas of public life. The Government Relations Committee promotes within the Association the development of public policy positions. The Committee also provides general guidance and support in the Association's relations with state and federal governments. Normally, this Committee shall be chaired by the immediate past Chair.

B. The Standing Committees shall report regularly on their activities to the Governing Board. The committees do not have authority to act for the Board.

C. The Executive Committee shall act for the Governing Board between meetings of the Board.

#### ARTICLE VIII. PRESIDENT

The President shall be the principal executive officer of the Association and the official adviser to and executive agent of the Governing Board and its Executive Committee. He/she shall implement policy adopted by the Association or Governing Board. He/she shall, in general, supervise and control all of the business and affairs of the Corporation, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. He/she shall have power on behalf of the Board to perform all acts and execute all documents to make effective the actions of the Association and its Governing Board. The President, or his/her designee where appropriate, shall be an ex-officio member of all committees of the Governing Board without power to vote.

#### ARTICLE IX. CONTRACTS, FUNDS, AND GIFTS

A. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the Association.

B. The Governing Board or the President may accept on behalf of the Association any contribution, gift, bequest, or device for the general purpose, or for any special purpose, in keeping with these Bylaws of the Association and administered in keeping with the rules set forth herewith.

## ARTICLE X. OTHER MATTERS

A. The Association shall keep correct and complete books and records of accounts; shall also keep minutes of the proceedings of its meetings; and shall keep at the business office a record giving the names and addresses of the members entitled to a vote. All books and records of the Association will be audited annually by an independent auditing CPA-licensed firm qualified to perform such audits. Furthermore, all books and records of the Association may be inspected by any member, or his agent, or attorney, for any proper purposes at any reasonable time during the regular business hours of the Association at the business office of the Association.

B. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provision of the Articles of Incorporation or the Bylaws of the Association, 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.

C. The Association is an equal opportunity/affirmative action organization and does not discriminate on the basis of sex, race, religion, age, color, national and ethnic origin, or disability condition in its employment and other programs or activities.

D. Individuals, corporations, organizations or member institutions wishing to resign from any office, committee, and/or membership in the Association must do so in writing. Resignations should be addressed to the Association's Chairperson.

E. The Association shall not engage in any of the activities which would characterize it as an action organization as defined in the regulation under Article 501 (c)(3) of the Internal Revenue Code as the same now exists and shall always be operated as an exempt organization under article 501 (c)(3) of the Internal Revenue Code as the same now exists or may be hereafter amended.

## ARTICLE XI. AMENDMENTS

The Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of two-thirds (2/3) of the voting membership, provided that the proposed amendment is submitted in writing to each voting member at least fifteen days prior to the meeting at which the proposed amendment is presented for adoption. If a part of these Bylaws that covers an action requiring an affirmative vote of more than two-thirds (2/3) of the voting members for its approval is to be amended, repealed or altered, the adoption of the amendment requires an affirmative vote equal to that required for the action.

The Articles of Incorporation may be amended, repealed or altered in whole or in part by the affirmative vote of four-fifths (4/5) of the voting members, provided that the proposed amendment is submitted in writing to each voting member at least fifteen days prior to the meeting at which the proposed amendment is presented for adoption.

September 28, 1992

## **AMENDMENTS TO THE BYLAWS**

### **ARTICLE III. MEMBERSHIP**

*Added an International Membership category.*

Article III. A. 3. International Membership category is open to duly authorized institutions of higher education abroad who...

Adopted October 10, 1994, Annual Business Meeting.

### **ARTICLE VI.B. GOVERNING BOARD**

*Added a sixth at-large Board member in recognition of HACU's advisory Business Council.*

Article VI. B. The Governing Board shall consist of 18 voting governors, 12 of whom will be elected by the voting members of the Association.... A sixth at-large Board member will be the Chair of the HACU's advisory Business Council for as long as she/he serves as the Business Council Chair, never more than six consecutive years. The President of the Association..."

Adopted October 1, 1995, Annual Business Meeting.

### **ARTICLE VI.B. GOVERNING BOARD**

*Added to the end of paragraph "B." provision for a Chair Emeritus as an honorary adjunct to the Governing Board.*

Article VI. B. Governing Board... In addition, the position of Chair Emeritus will serve in ex-officio status, without the power to vote, as an honorary adjunct to the Governing Board. Chair Emeritus must be elected to this honorary position and be confirmed by a majority affirmative vote at a regularly scheduled annual meeting of the Association's membership. The duration of the term will be for a three-year period."

Adopted October 1, 1995, Annual Business Meeting.

### **ARTICLE VI.D. GOVERNING BOARD**

*Expanded the Governing Board's Executive Committee.*

Article VI. D. The Governing Board, after the annual meeting of members, shall elect its own officers... The Executive Committee of the Governing Board shall consist of the officers, the Chairs of the Directorship and Government Relations Committees and the President ex-officio.

Adopted October 1, 1995, Annual Business Meeting.

### **ARTICLE IV.B. AFFILIATED COUNCILS AND GROUPS**

*Expanded the membership on the Business Council.*

Considering that a core principle of the founding and mission of HACU is to foster partnerships between member institutions and business and industry, a Business Council of 20 members is established as an ongoing Advisory Group.

Adopted October 28, 1996, Annual Business Meeting.

#### **ARTICLE IV.B AFFILIATED COUNCILS AND GROUPS**

*Revised procedures for appointments to the Business Council.*

The procedure for selecting and approving members of the HACU Business Council is:

1) the Chair of the Business Council and the HACU President will jointly develop a slate of names and present the closed slate to the Governing Board for a simple yes/no ratification at the regular Governing Board meeting that precedes the Annual HACU Business Meeting.

2) the HACU Governing Board will accept or reject the entire closed slate and the terms of service of the approved Business Council members begins thereupon.

Adopted October 28, 1996, Annual Business Meeting.

#### **ARTICLE III. MEMBERSHIP**

*Included language that will allow a Governing Board member, once elected, to continue to the end of his/her term regardless of any change in CEO status.*

A. Institutions of higher... However, in the event that a current Governing Board member loses his/her position as CEO, that member shall be allowed to serve on the Governing Board the remainder of the year involved up to the next annual meeting, upon approval by the Governing Board.

Adopted October 28, 1996, Annual Business Meeting.

#### **ARTICLE VI. GOVERNING BOARD**

*Amended the Bylaws to permit the immediate past-Chair to serve in the Executive Committee, even if its exceeds by one year his/her second three-year term; and included language that will allow a Governing Board member, once elected, to continue to the end of his/her term regardless of any change in CEO status.*

B. The Governing Board... No Governing Board member shall serve more than two consecutive three-year terms on the Governing Board, except when the immediate past Chairperson concludes his/her term of office during the last year of his/her term; in such instance the Chairperson may serve for an additional year. However, Governing Board members, once selected from among the Association's voting

members, shall be allowed to serve the remainder of the year involved up to the next annual meeting, upon approval by the Governing Board.

D. The Governing Board... The Executive Committee of the Governing Board shall consist of the Officers, the Chairs of the Directorship and Government Relations Committees, the immediate past Chairperson of the Governing Board, and the President ex-officio.

Adopted October 28, 1997, Annual Business Meeting.

#### **ARTICLE IV.B. AFFILIATED COUNCILS AND GROUPS**

*Expanded the membership on the Business Council and revised Business Council terms and inserted additional language.*

Considering that a core principle of the founding and mission of HACU is to foster partnerships between member institutions and business and industry, a Business Council of 30 members is established as an ongoing Advisory Group. Members will serve a 3-year term... Members shall be eligible to be recommended for additional terms by the President of HACU and the Chair of HACU's Governing Board jointly.

Adopted September 28, 1998, Annual Business Meeting.

#### **ARTICLE III.A.3. INTERNATIONAL MEMBERSHIP**

*Deleted language and revised criteria.*

The International Membership category is open to duly... ~~and as approved by HACU's Membership Admissions Review Committee...~~

(2) a signed statement from the institution's chief executive officer that the institution is duly authorized by the appropriate state and federal authorities to operate as a degree-granting institution of higher education. An official catalog or publication from the institution which indicates the degrees offered by the institution.

Adopted September 28, 1998, Annual Business Meeting.

#### **ARTICLE III.A.1. MEMBERSHIP**

*Deleted language and revised criteria.*

Voting Members. Candidates for this type of membership must be institutions or systems located in the USA, including maritime territories; ~~hold accreditation from one of the six regional accrediting bodies recognized by the Council on Postsecondary Accreditation (COPA) (e.g., Middle States, New England, North Central, Northwest, Southern and Western Associations of Schools and Colleges);~~ hold accreditation... total enrollment, including full-time and part-time students whether at the undergraduate or graduate level of the institution, or both...~~at either~~

~~the undergraduate or graduate level of the institution....~~

b. Payment of year's dues. Once (a) ~~and (b)~~ above and the dues have been received... ~~published by~~ available through the National Center for Education Statistics or from other reliable sources, including prospective member institutions, that the candidate institutions' Hispanic students constitute a minimum of 25% of the total enrollment, as specified under 1. above. ~~at either the undergraduate or graduate level of the institution.~~

(2) Associate Members. For an institution or system of higher education to be eligible for associate membership, it must demonstrate it has at least 1,000 Hispanic students enrolled or that minimally 10% of its total enrollment is Hispanic, including full-time and part-time students whether at the undergraduate or graduate level of the institution, or both... The institution or system must also comply with the following requirements: be located in the USA, *including maritime territories*; ~~hold accreditation from one of the six regional accrediting bodies recognized by the Council on Postsecondary Accreditation (COPA) (e.g., Middle States, New England, North Central, Northwest, Southern and Western Associations of Schools and Colleges)~~; hold accreditation by a regional or national accrediting agency recognized by the U.S. Department of Education and/or the Council of Higher Education Accreditation (CHEA);...

Adopted October 31, 1999, Annual Business Meeting.

#### **ARTICLE IV.B. AFFILIATED COUNCILS AND GROUPS**

*Changed the name of the Business Council and revised Business Council terms.*

Considering..., a ~~Business~~ Corporate and Philanthropic Council of 30 members is established as an ongoing Advisory Group. Members will serve a 3-year term... The procedure for selecting and approving members of the HACU ~~Business~~ Corporate and Philanthropic Council is:

1. the Chair of the ~~Business~~ Corporate and Philanthropic ...
2. the HACU Governing Board will accept or reject the entire closed slate and the terms of service of the approved ~~Business~~ Corporate and Philanthropic Council members begins thereupon.

Adopted October 31, 1999, Annual Business Meeting.

#### **ARTICLE V. MEETINGS**

*Changed verbiage and the procedure for increasing dues.*

4. Members shall not receive any stated ~~salaries~~ **compensation** for their services during meetings.

~~C. Members may change the Association's dues by a two-thirds (2/3) vote.~~



Adopted October 31, 1999, Annual Business Meeting.

#### **ARTICLE VI. GOVERNING BOARD**

*Changed verbiage, included International Membership in representation section of the Board and changed Business Council to Corporate and Philanthropic Council.*

8. ~~Recommend~~ **Approve** any increase in **membership** dues to the membership for approval; and

B. The Governing Board shall consist of 18 voting governors, 12 of whom will be elected by the voting members of the Association.... These five members ... representation from the Associate and International membership. These five members at-large will also serve three-year terms as determined by the Governing Board. A sixth at-large Board member will be the Chair of HACU's advisory ~~Business~~ Corporate and Philanthropic Council for as long as she/he serves as the ~~Business~~ Corporate and Philanthropic Council Chair, ...

Adopted October 31, 1999, Annual Business Meeting.

#### **ARTICLE III.2b. MEMBERSHIP**

*Increased Associate Member representation at Annual Business Meeting.*

b. The Associate Membership of the Association shall be divided into geographical regions as established by the Association's Governing Board. Each of the regions shall elect, every 2 years at the Annual Meeting, ~~one of its members to be a voting member~~ **a proportionate number of its members to serve as voting members of the Association, as approved by the Governing Board.** Those institutions and organizations elected from the associate membership will be represented by the chief executive officer or his/her designee of senior rank.

#### **ARTICLE IV. AFFILIATED COUNCILS, AND GROUPS, AND PARTNER INSTITUTIONS**

*Created Partner Institution category.*

***C. In recognition of special efforts to advance HACU's mission by accredited institutions which do not meet the eligibility requirement for membership, a Partner Institutions category is established. Appropriate annual dues and privileges will be set by the Board of Governors periodically to ensure that their partnering role is consistently supportive of HACU's mission and strategic goals.***

Adopted November 5, 2000, Annual Business Meeting

#### **ARTICLE IV. AFFILIATED COUNCILS, GROUPS, AND PARTNER INSTITUTIONS**

*Allowed Governing Board to appoint members to Corporate and Philanthropic Council at any regular Governing Board meeting.*

B. 1 the Chair of the Corporate and Philanthropic Council and HACU President will jointly develop a slate of names and present the closed slate to the Governing Board

for a simple yes/no ratification at the **any** regular **HACU** Governing Board that precedes the Annual HACU Business Meeting.

Adopted October 27, 2002, Annual Business Meeting

### ARTICLE III. MEMBERSHIP

*Changed verbiage and minor membership requirement to comport with new on-line membership application procedures.*

A.1.a. "A signed statement **or declaration by or on behalf of** from the institution's chief executive officer certifying that the candidate institution is in agreement with the purposes of the Association and will take affirmative **appropriate** actions to achieve them..."

### ARTICLE III. MEMBERSHIP

A.3. International Membership shall demonstrate their eligibility by providing to the Association the following: (1) A signed statement **or declaration by or on behalf of** from the institution's chief executive officer certifying that the candidate institution is in agreement with the purposes of the Association; (2) A signed statement **or declaration by or on behalf of** from the institution's chief executive officer that the institution is duly authorized by the appropriate stated and federal authorities to operate as a degree-granting institution of higher education, ~~and an official catalog or publication from the institution which indicates the degrees offered by the institution;~~ (3) completion of the official application and required endorsements for admission as an international member; and (4) payment of the first year's dues.

Adopted October 17, 2004, Annual Business Meeting

### ARTICLE VI. GOVERNING BOARD

*Breaks up Section B of Article VI into distinct paragraphs and deletes reference to electing four members each year.*

B. The Governing Board shall consist of 18 voting governors.

**1. Twelve members shall** ~~12 of whom will~~ be elected by the voting members of the Association. These 12 Board members will be selected from among the Association's voting members for rotating terms of three years. ~~Four members will be elected each year.~~ No Governing Board . . . for an additional year. However, Governing Board members **who cease to be chief executive officers of their institutions after having been** ~~once~~ selected from among the Association's voting members, . . . .

**2.** The 12 board members . . . membership. These five members at-large **shall will** also serve three-year terms as determined by the Governing Board.

**3.** A sixth at-large Board member **shall will** be the Chair of HACU's advisory Corporate and Philanthropic Council . . . .

**4.** The President . . . .

**5.** In addition, the position of Chair Emeritus **may will** serve in ex-officio status . . . .

*Allows proxies to count for quorum.*

C. The Governing Board shall meet at least three times a year, with date and location of the regular meetings to be decided by the majority of the Board. A simple majority of the **current** Governing Board **membership shall** will constitute quorum for its meetings. **For the purposes of achieving a quorum, a Governing Board member may authorize in writing someone else to serve as proxy in person, via videoconference, or by telephone conference call. The proxy's powers shall extend as far as authorized in writing; non-voting proxies will be counted as abstentions in any vote taken. However, proxy participation shall not be counted as "present" for purposes of member attendance requirements, per Article VI. H.** The Governing Board, during . . . .

*Allows Officers to be re-elected to a second one-year term.*

D. The Governing Board, after the annual meeting of members, shall elect its own officers for one-year terms. These will be Chairperson, Vice-Chairperson, Secretary and Treasurer. **Officers are eligible to be elected to a second one-year term.** The Executive Committee . . . .

E.2. Vice-Chairperson. ~~The Vice-Chairperson is the Chair-elect. After serving a term as Vice-Chairperson, the Vice-Chairperson will hold the office of Chairperson.~~ In the absence of the Chairperson . . . .

*Adds an attendance policy for Governing Board members.*

**H. Attendance. Attendance at Governing Board meetings is a serious expectation for all Board members. Any Board member missing three or more meetings (with or without excuse) within any full-year cycle shall be subject to removal from the Board, per Article VI.F.**

## **ARTICLE VII.**

*Adds verbiage to have the Directorship Committee chaired by the Secretary and the Government Relations Committee chaired by the immediate past Chair.*

A.1. The Directorship Committee . . . . assigned by the Chairperson. **Normally, this Committee shall be chaired by the Secretary.**

A.4. The Government Relations Committee . . . . with state and federal governments. **Normally, this Committee shall be chaired by the immediate past Chair.**

Adopted October 16, 2005, Annual Business Meeting