

**BYLAWS  
OF  
WESTERN ASSOCIATION OF COLLEGE AND  
UNIVERSITY BUSINESS OFFICERS**

**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I - OFFICES**

Section 1.1 - Principal Offices. The Board of Directors shall from time to time fix the location of the principal executive office of the corporation at any place within or without the State of California.

Section 1.2 - Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE II - PURPOSES & LIMITATIONS**

Section 2.1 - General Purposes. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Non-profit Public Benefit Corporation Law for public purposes.

Section 2.2 - Specific Purposes. Within the context of the general purposes stated above, the specific purpose of this corporation is educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future federal tax law, for the benefit of its member institutions. Subject to the foregoing the purposes of this corporation are as follows:

- A. To develop and maintain interest in the continuous improvement of principles and practices of management, business, and financial administration in higher education.
- B. To foster among Member institutions professional ideals, standards and ethical conduct in business and financial administration.
- C. To create professional development opportunities for association members which will include basic and advanced training, career development, skills improvement, and other forms of professional growth.
- D. To gather and disseminate information that will assist in management, and the business and financial administration of colleges and universities, and to stimulate research and the development of sound practices in these fields.
- E. To disseminate information that will assist in day-to-day institutional operation and

increase awareness of current issues in higher education.

- F. To encourage cooperation with organizations having common interests in management and financial administration of higher education.
- G. To support and work in concert with the National Association of College and University Business Officers (NACUBO) in the achievement of its purposes and objectives so long as it is exempt from federal income taxation as an organization described in Section 501(c)(3) of the internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

Section 2.3 - Limitations. The Western Association of College & University Business Officers (WACUBO) is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of WACUBO shall inure to the benefit of or be distributable to its directors, officers, members, other private individuals or organizations and operating for profit (except that WACUBO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of WACUBO shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on:

- A. By an association exempt from federal income tax under Section 501(a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in Section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue Law), or
- B. By an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law).

### **ARTICLE III - MEMBERSHIP**

Section 3.1 - Classes of Members. There shall be three classes of institutional members: Member Institutions, Associate, and Provisional; and two classes of non-institutional members: Honorary and Subscriber.

Section 3.2 - Member Institutions. The following may become member Institutions:

- A. Four-year degree-granting colleges, universities, and graduate schools, and each of their separate campuses located in the states of Alaska, Arizona, California, Colorado,

Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Texas, Utah, Washington, Wyoming, and provinces of British Columbia and Alberta of the Dominion of Canada, the nations and territories of the Pacific Basin, and the country of Mexico, which are accredited by the appropriate agency.

- B. Administrative organizations having statewide or province-wide higher education responsibilities in the states and provinces set forth in Section 3.2(A) hereof. Administrative organization membership shall not include any separately accredited institutions.
- C. Two-year institutions of higher education that are located in the states and provinces set forth in Section 3.2(A) hereof and accredited by the appropriate agency.
- D. Institutional Members in good standing of the Central, Eastern, Southern, or Canadian Associations of College & University Business Officers.
- E. Member Institutions may also become members of NACUBO upon payment of National Association dues as provided in the NACUBO Bylaws.
- F. Each Member Institution shall be entitled to one vote at WACUBO meetings.

Section 3.3 - Associate Members. Organizations concerned with higher education that are entitled to exemption under Section 501(a) or 501(c) of the Internal Revenue code (or the corresponding provisions of any future United States Internal Revenue Law) may be admitted as Associate members. Associate members shall not have voting privileges nor be eligible to hold elected office.

Section 3.4 – Provisional Members. Any institution that is not accredited as provided in Article III, but which is otherwise eligible, shall constitute the sole type of institution eligible for Provisional Membership in WACUBO. The institution must have:

- A. Attained a pre-accredited status with assurance of achieving accreditation within a reasonable period, as based on consultation with the appropriate accrediting agency; or
- B. Had its credits accepted as if earned in an accredited institution by not fewer than three accredited institutions; or
- C. Had its credits approved by a state department of education, a state board of accrediting commission, an association of state colleges, a state education agency, or a state university.

Section 3.5 - Honorary Members. Representatives of Member Institutions who retire from their institutions at the time they are active members of WACUBO may ask to become Honorary Members. Such persons shall enjoy all the privileges of membership in WACUBO, except those of voting and holding office.

Section 3.6 - Subscriber Members. Organizations, firms, and persons not eligible for other classes of membership may become and continue as Subscriber members. Subscriber members shall not have voting privileges nor be eligible to hold elected office. Dues paying Subscriber Members:

- A. Are entitled to send out one communication, either mailed or electronic, to all WACUBO members.
- B. Are entitled to designate two persons to receive WACUBO publications, notices, and mailings.

#### **ARTICLE IV - DUES**

Section 4.1 - Dues. Annual dues for member institutions, Provisional, Associate and Subscriber members shall be proposed by the Board of Directors and ratified at the Annual Meeting.

Section 4.2 - Collection of Dues. WACUBO members will be invoiced for the Western Association dues by NACUBO as part of their annual dues collection process.

Section 4.3 - Dues for Honorary Members. Honorary members shall pay no dues.

Section 4.4 - Good Standing. All dues shall become payable at the beginning of NACUBO's membership year. Any member whose dues have not been paid shall be dropped from membership. Members so dropped may be reinstated within the membership year by payment of the full year's dues.

#### **ARTICLE V - FISCAL YEAR**

The fiscal year of WACUBO shall be January 1 through December 31.

#### **ARTICLE VI - OFFICERS**

Section 6.1 - Officers. The officers of WACUBO shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 6.2 - Election of Officers. The Second Vice President and Secretary shall be elected at the WACUBO Annual Meeting. The President and First Vice President shall assume their respective positions by virtue of the succession language in Section 6.5 and 6.6 respectively. The Treasurer shall be appointed by the Board of Directors.

Section 6.3 - Vacancies in Office. Vacancies shall be filled for the unexpired term of any officer by a majority vote of the remaining members of the Board of Directors.

Section 6.4 - President. The President shall serve a one-year term. The President shall have the following responsibilities:

- A. Preside at all meetings of WACUBO and of the Board of Directors;
- B. Perform such duties that usually pertain to this office;
- C. Be responsible for the annual meeting;
- D. Approve all WACUBO travel expenses, or delegate such authority to the appropriate Officer or Committee Chair;
- E. Appoint members and assign appropriate duties to WACUBO standing committees and establish such other committees as are deemed essential to assist the President or the Board of Directors in the conduct of WACUBO business;
- F. Fill vacancies on the various committees as they might arise.

Section 6.5 - First Vice President. The First Vice President shall serve a one-year term. The First Vice President shall have the following responsibilities:

- A. Serve as the president-elect and shall, in the absence of the president, assume the duties of the President;
- B. Prepare for the year when the First Vice President will assume the Presidency by setting goals, recruiting volunteers for committees and chairs, preparing and coordinating committee plans, developing proposed budgets, etc.;
- C. Serve as the Chair of the Finance Committee;
- D. Coordinate membership activities with the Secretary and Chairs of constituent committees;
- E. Where appropriate, and just prior to assuming the presidency, appoint members and assign appropriate duties to the WACUBO committees;
- F. Perform such other duties as may be assigned by the President or the Board of Directors;

Section 6.6 - Second Vice President. The Second Vice President shall serve a one-year term. The Second Vice President shall have the following responsibilities:

- A. Serve as the Chair of the Program Committee and shall have overall responsibility for the program at the annual meeting;

- B. Perform such other duties as may be assigned by the President or the Board of Directors;
- C. Assume the office of First Vice President at the end of the Second Vice President's term of office.

Section 6.7 – Secretary. The Secretary shall serve a four-year term. The Secretary shall have the following responsibilities:

- A. Keep minutes of the Board of Directors meetings;
- B. Annually review the WACUBO bylaws and Board of Directors Handbook, making recommendations of any needed updates to the Board;
- C. Coordinate with NACUBO on data base issues and act as archivist, historian, and keeps the official non-financial records and files for the organization;
- D. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 6.8 - Treasurer. The Treasurer shall be appointed by the Board of Directors and serve a four-year term. In addition, the Treasurer shall be placed under fidelity bond in an amount decided upon by the Board of Directors with the premium to be paid by WACUBO. The Treasurer shall have the following responsibilities:

- A. Receive and account for all funds received by the association and disburse funds as authorized;
- B. Manage investments, prepare tax and financial reports, and maintain official financial records;
- C. Perform such other duties as may be assigned by the President or the Board of Directors.

## **ARTICLE VII - DIRECTORS**

Section 7.1 - General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 7.2 - Members of the Board of Directors. The WACUBO Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer,

Communications and Marketing Director, three members at large, the two immediate past presidents of WACUBO, and such ex-officio members as are provided for in these bylaws.

Section 7.2.1 - Communications and Marketing Director. The Communications and Marketing Director shall be appointed by the Board of Directors and serve a four-year term. The Communications and Marketing Director shall have the following responsibilities:

- A. Provide strategic leadership for marketing and communications;
- B. Produce the WACUBO quarterly newsletter and maintain and update the WACUBO web site;
- C. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 7.3 - Members at Large. The Members at Large of the Board of Directors shall be elected at the WACUBO annual meeting. Members at Large will reflect the NACUBO Constituency Councils, i.e. Small Institutions, Community Colleges, and Comprehensive/Doctoral and Research. The Members at Large appointments will also be used to balance membership in WACUBO based on geography and size of institution as well as institutional classification. Members at Large will serve a three-year term. If the institutional classification that the Member at Large represents changes (due either to change in Carnegie classification or the board member changing employment), the individual shall step down as a Member at Large.

Section 7.4 - Vacancies on the Board of Directors. Vacancies shall be filled for the unexpired terms of any Member at Large of the Board of Directors by a majority vote of the remaining members of the Board of Directors.

Section 7.5 - Ex-officio Members. *Ex-officio* members of the Board of Directors with full voting powers shall be the chairs of the various WACUBO standing committees, and any WACUBO member who is the chair or immediate past chair of NACUBO. The Directors of any WACUBO Institute shall serve as ex-officio non-voting members of the Board of Directors.

Section 7.6 - Functions of the Board of Directors. The Board of Directors shall have the following functions:

- A. Take final action on such matters as may be specifically referred to it by WACUBO with power to act;
- B. Act in emergencies and report all such actions to the WACUBO membership at its first subsequent meeting;
- C. Review and approve the program theme for the annual meeting; and
- D. Discharge all duties assigned to the Board of Directors as specified elsewhere in these

bylaws.

Section 7.7- Meetings of the Board of Directors. Four regular meetings of the Board of Directors shall be held annually. The first meeting shall be held immediately following the Annual Meeting. At this meeting, the goals and plans for the coming year shall be presented to the Board. At least two meetings will be held during the year at times and places selected by the President. A final meeting shall be held just prior to the annual meeting. Special meetings may be called by the President or upon the written request to the President of three members of the Board of Directors. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Business may be transacted by mail, voice, or electronically between meetings.

## ARTICLE VIII - COMMITTEES

Section 8.1 - Standing Committees.

- A. Executive Committee. The Executive Committee of WACUBO shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and the immediate past President. The purpose of the Executive Committee is to act on behalf of the entire Board of Directors whenever a meeting of the full Board is not possible or when directed by the Board to act on its behalf.
- B. Audit. The Audit Committee shall consist of not less than three members appointed for staggered three-year terms. The purpose of the Audit Committee is to audit all financial records of WACUBO for the past fiscal year and report its findings at the annual meeting.
- C. Nominations. The Nominations Committee shall consist of the two (2) immediate past Presidents, President, and First Vice President, with the senior past president serving as chair. The purpose of the Nominations Committee is to propose to the Board of Directors a slate of nominees for office, exclusive of President and First Vice President, to be voted on at the WACUBO annual meeting. All nominees for representatives to the Board of Directors of NACUBO shall represent institutions holding membership in NACUBO.
- D. Professional Development. The Professional Development Committee shall consist of not less than eight members. Each will have an appointment of three years, with staggered terms such that at least two new members will be appointed each year. The First Vice President will be an *ex-officio* member of the committee. The purpose of the Professional Development Committee is to provide a variety of professional development opportunities to meet the needs of campus administrators in higher education.
- E. Community College. The Community College Committee shall consist of not less than six members, each with a three-year appointment, staggered such that at least

two new members will be appointed each year. The purpose of the Community College Committee is to promote the interest of their constituents to the Board, as well as the membership functions of recruiting and retention of community college WACUBO members.

- F. Small Institutions. The Small Institution Committee shall consist of not less than six members, each with three-year appointments, staggered such that at least two new members are appointed each year. The purpose of the Small Institutions Committee is to promote the interest of their constituents to the Board, as well as the membership functions of recruiting and retention of small institution WACUBO members.
- G. Comprehensive/Doctoral and Research Institutions. The Comprehensive/Doctoral and Research Institutions Committee shall consist of not less than six members, each with three-year appointments, staggered such that at least two new members are appointed each year. The purpose of the Comprehensive/Doctoral and Research Institutions Committee is to promote the interest of their constituents to the Board, as well as the membership functions of recruiting and retention of comprehensive/doctoral and research institution WACUBO members.
- H. Institutes. The Institutes Committee shall consist of not less than five (5) members and will include the two (2) most recent past presidents, the chair of the Professional Development Committee, and the Directors of WACUBO Institutes. The immediate past president will serve as chair. The purpose of the Institutes Committee is to provide guidance and oversight for the management of WACUBO's Professional Development Institutes.
- I. Site Selection. The Site Selection Committee shall consist of the immediate past President, President, First Vice President, and the Chair of the Information Exchange Committee. The immediate past President will serve as chair of the committee. The purpose of the Site Selection Committee is to recommend to the Board the site for future annual meetings.
- J. Information Exchange. The Information Exchange Committee shall consist of up to three members, appointed by the Board. The purpose of the Information Exchange Committee is to solicit and manage vendor-sponsored participation, as well as Subscriber Membership.
- K. Finance Committee. The Finance Committee shall consist of the First Vice President, Treasurer, and the Members At Large. The Chair of the Audit Committee shall serve as an ex-officio member. The First Vice President will serve as the Chair of the committee. The purpose of the Finance Committee is to review all matters dealing with the finances of WACUBO, including, but not limited to, its investment policy, financial reports, budgeting practices.

Section 8.2 - Annual Meeting Committees.

- A. Host. The Host Committee shall consist of the chair, the chair of the Program Committee or designee, the chair of the Information Exchange Committee, the chair of the next year's annual meeting Host Committee, and a minimum of five additional members. The purpose of the Host Committee is to plan and organize all activities relating to the annual meeting.
- B. Program. The Program Committee shall consist of the Second Vice President, the Chair of the Professional Development Committee or designee, and a minimum of three other members selected in consultation with the President. The Second Vice President will serve as chair. The purpose of the Program Committee is to develop the program for the annual meeting.

Section 8.3 - Other Committees. The President may establish such other ad-hoc committees as are deemed necessary to conduct WACUBO business.

Section 8.4 - NACUBO Committees. The President of WACUBO shall recommend committee members to serve on NACUBO committees and task groups as requested by the President of NACUBO.

## **ARTICLE IX - MEETINGS OF MEMBERS**

Section 9.1 - Annual Meeting: Place of Meeting. A regular meeting of WACUBO will be held annually, at any place within or outside the State of California, and on such date as may be designated by the Board of Directors.

Section 9.2 - Special Meetings. Special meetings of the members may be called by an affirmative vote of not less than seven members of the Board of Directors on thirty days written notice to each member. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 9.3 - Affidavit of Mailing. An affidavit of the mailing or electronic communication of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, and if so executed, shall be filed and maintained in the corporation's minutes.

Section 9.4 - Conduct of Meetings. Unless otherwise provided by a majority of the voting members, all meetings shall be conducted in accordance with Robert's Rules of Order, as currently revised.

Section 9.5 Voting.

- A. Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, each institutional member shall be entitled to one vote. Members entitled to vote shall be "voting" members in good standing as of the record date

determined under this Article.

- B. Manner of Casting Votes. Voting may be by voice, ballot, or electronically, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.
- C. Voting. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.
- D. Approval by Majority Vote. Actions requiring approval by the membership, including the alteration, amendment, or repeal of the Bylaws shall be by the affirmative vote of the majority of the member institutions voting.

Section 9.6 - Waiver of Notice or Consent by Absent Members.

- A. Written Waiver or Consent. The transaction of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members. The waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- B. Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. In addition, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 9.7 - Record Date for Notice, Voting, and Other Actions.

- A. Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date so fixed:
  - i. For notice of a meeting shall not be more than ninety (90) nor less than (10) days before the date of the meeting;
  - ii. For voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

iii. For any other action shall not be more than sixty (60) days before that action.

B. Record Date Not Determined by Board. If not otherwise fixed by the board:

- i. The record date for determining members entitled (a) to receive notice of a meeting of members shall be the next business day preceding the date on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (b) to vote at the meeting shall be the day on which the meeting is held;
- ii. The record date for determining those members entitled to vote by written or electronic ballot shall be the day on which the first written ballot is mailed or solicited; and
- iii. The record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

C. For purposes of Sections A and B of this section, a member holding a membership in good standing at the close of business on the record date shall be a member of record.

Section 9.8 - Proxies. At any membership meeting, any institutional member not represented by its prime representative or his or her alternate may vote by proxy executed in writing by that individual or duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.

## **ARTICLE X - MEMBERSHIP IN NATIONAL ASSOCIATION**

Section 10.1 - Membership in NACUBO. WACUBO shall be a member of NACUBO, and participate in the activities and proceedings of NACUBO.

Section 10.2 - Representative to NACUBO. WACUBO's representatives to NACUBO shall be determined in accordance with the bylaws established by NACUBO relating to regional representation to NACUBO.

Section 10.3 - Vacancies. Vacancies shall be filled for the unexpired terms of any representative to NACUBO by a majority vote of the Board of Directors.

Section 10.4 - Certification. The President or Secretary of WACUBO shall, by letter to the Secretary of NACUBO, certify the names of WACUBO's representatives to NACUBO.

## **ARTICLE XI - INDEMNIFICATION**

Section 11.1 - Right of Indemnity. To the fullest extent permitted by law, this corporation

shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 11.2 - Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

Section 11.3 - Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.1 and 10.2 of this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 11.4 - Insurance. The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## **ARTICLE XII - RECORDS AND REPORTS**

Section 12.1 - Maintenance of Corporate Records. The corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of its members, board, and committees of the board;  
and
- C. A record of each member's name, address, and class of membership.

Section 12.2 - Members' Inspection Rights.

- A. Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
- i. Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
  - ii. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten (10) days after (a) the demand is received or (b) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this paragraph A, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this paragraph A, it may deny the member access to the membership list.

Any inspection and copying under this paragraph A may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

- B. Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

- C. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during officer hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date.
- D. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and made extracts of documents.
- E. Annual Report. The Board shall cause an annual report to be sent to the members and directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
- i. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
  - ii. The principal changes in assets and liabilities, including trust funds.
  - iii. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
  - iv. The expenses or disbursements of the corporation for both general and restricted purposes.
  - v. Any information required by paragraph F of this Section 2.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

- F. Annual Statement of Certain Transactions and Indemnification's. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind

within one hundred twenty (120) days after the end of the corporation's fiscal year:

- i. Any transaction (I) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than fifty thousand dollars (\$50,000), or was one of a number of transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000). For this purpose, an "interested person" is any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).
- ii. Any indemnification's aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation under the article concerning indemnification hereinabove, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

### **ARTICLE XIII - CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### **ARTICLE XIV - AMENDMENTS**

These bylaws may be amended by (1) a majority vote of the Member Institutions at any regular or special meeting, provided that the proposed amendments shall have been mailed to the Member Institutions not less than thirty days prior to the meeting, or (2) an affirmative vote of the majority of the Member Institutions conducted by mail ballot. The secretary shall make a tabulation of the votes 30 days after mailing of the notice and ballot to Member Institutions. Notice of intention to amend the bylaws must be distributed to the membership not less than 30 days prior to the meeting by publication in the WACUBO newsletter or by a special mailing.

### **ARTICLE XV - DISSOLUTION & FINAL LIQUIDATION**

Upon dissolution and final liquidation of WACUBO, the Treasurer, after paying or making provision for the payment of all lawful debts and liabilities of WACUBO, will distribute all of the assets of WACUBO to one or more of the following categories of recipients, as the Board of Directors of WACUBO shall determine:

- A. A nonprofit organization which may have been created to succeed the organization, as long as such organization or each of such organizations shall qualify under section 115 (a) of the Internal revenue Code, or as an organization exempt from federal income taxation under Section 501 (c)(3) of such code, or any successor statutes thereto; and/or,

- B. A nonprofit organization or organizations that have similar aims and objectives as WACUBO and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify under section 111 (a) of the Internal revenue Code, or as an organization exempt from federal income taxation under Section 501 (c)(3) of such code, or any successor statutes thereto.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Western Association of College and University Business Officers, a California nonprofit public benefit corporation, that the above bylaws, consisting of 16 pages, including this certificate, are the bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2007 at \_\_\_\_\_.

\_\_\_\_\_  
CHARLTON, Secretary

\_\_\_\_\_  
PATRICIA