

BYLAWS OF WESTERN ASSOCIATION OF COLLEGE AND UNIVERSITY BUSINESS OFFICERS

A California Nonprofit Public Benefit Corporation

Revised: May 2, 2018

ARTICLE 1 GENERAL

Section 1. Name.

The name of the organization is Western Association of College and University Business Officers (*Hereinafter referred to as WACUBO or Association*).

Section 2. Location.

The Association shall have an office located at such places as shall be designated by the Board of Directors from time to time by resolution.

Section 3. Purposes.

Organized under the California Non-Profit Public Benefit Corporation Law for public purposes, the public purposes of the Association are:

- 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 business 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 any successor statute thereto.

Section 4. Limitations.

The Association has not been formed for the making of any profit, or personal financial gain. The assets and income of the Association shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described above. Directors and officers do not receive compensation for their services but may be reimbursed for expenses. Nothing contained herein, however, shall be deemed to prohibit

the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization; or honoraria paid to certain volunteer leaders for certain services of an extraordinary nature provided for the benefit of the organization as designated by the Board of Directors by resolution. The Association shall not participate in any political campaign in any manner but may advocate on certain policy issues that would advance the interests of higher education business operations. The Association is organized exclusively for charitable, scientific and educational purposes and shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax.

Section 5. Fiscal Year.

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

ARTICLE II MEMBERS

Section 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 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 2(A) hereof. Administrative organization membership shall not include any separately accredited institutions.
- C. Two-year degree- or certificate-granting institutions of higher education that are located in the states and provinces set forth in Section 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. Each Member Institution shall have the right to cast one vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 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 may be admitted as Associate members. Associate members shall not have voting privileges nor be eligible to hold elected office.

Section 4. Provisional Members.

Any institution that is not accredited as provided in Article II, but which is otherwise eligible, shall constitute the sole type of institution eligible for Provisional Membership in WACUBO. Provisional members shall not have voting privileges nor be eligible to hold elected office. 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 5. Honorary Members.

Representatives of Member Institutions who retire from their institutions at the time they are active members of WACUBO may become Honorary Members. Honorary members shall not have voting privileges nor be eligible to hold elected office.

Section 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.

Section 7. Termination of Membership.

A membership shall terminate on occurrence of any of the following events:

- A. Resignation of the member;
- B. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- C. The member's failure to pay dues, fees, or assessments as set by the board within 90 days after they are due and payable; or
- D. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

ARTICLE III DUES

Section 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 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 3. Dues for Honorary Members.

Honorary members shall pay no dues.

Section 4. Good Standing.

All dues shall become payable at the beginning of National Association of College and University Business Officers' (NACUBO) 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 IV MEETINGS

Section 1. Annual Meeting.

An Annual Meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The Annual Meeting shall be held at the time and place designated by the Board of Directors from time to time. "Annual Meeting" refers to the required yearly gathering of members during which elections take place. "Annual Conference" refers to the Association's largest annual professional development program, during which the Board of Directors may designate that an Annual Meeting will take place.

Section 2. Special Meetings.

Special meetings may be requested by the President or 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 3. Notice.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all Members of record at the address shown on the corporate books, for delivery at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in first class, registered or certified U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting.

Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice at a place designated by the Board of Directors.

Section 5. Quorum.

One-fifth of the voting power, represented in person or by proxy, constitutes a quorum at a meeting of the Members. In the absence of a quorum at a meeting of the Members, a majority of the Members in attendance may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Members present at a meeting

represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Members results in representation of less than a quorum.

Section 6. Proxies.

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

Section 7. Subject Matter of Proxy to Be Stated.

Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include approval of amendments to the articles of incorporation; the principal terms of a merger agreement or any amendment of those terms; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the regular course of business; or the election to voluntarily dissolve the corporation.

Section 8. Expiration and Revocability of Proxies.

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of the proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until it is revoked by the member executing it, before the vote is cast under that proxy, (1) by a writing delivered to the corporation stating that the proxy is revoked, (2) by a subsequent proxy executed by that member and presented to the meeting, or (3) as to any meeting, by that member's personal attendance and voting at the meeting. A proxy may not be irrevocable.

Section 9. 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 10. Action Without Meeting.

Any action which may be taken at a special or annual meeting of the Members, other than the election of Directors, may be taken without a meeting if the Association distributes a written ballot, and any related material, to every Member by electronic transmission. Responses may be returned to the Association by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the specified time period equals or exceeds the quorum required by Section 5 to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The communication to Members with which

the ballots are distributed shall state the number of responses necessary to meet the quorum requirement, the percentage of approvals necessary to pass the measure submitted, and the time by which the ballot must be received in order to be counted.

ARTICLE V MEMBERSHIP IN NATIONAL ASSOCIATION OF COLLEGE AND UNIVERSITY BUSINESS OFFICERS (NACUBO)

Section 1. Membership in NACUBO.

WACUBO shall be a member of NACUBO, and participate in the activities and proceedings of NACUBO.

Section 2. Representatives 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 3. NACUBO Representatives Certification.

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

Section 4. Vacancies.

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

Section 5. 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.

Section 6. Member Institutions.

WACUBO Member Institutions may also become members of National Association of College and University Business Officers (NACUBO) upon payment of NACUBO dues as provided in the NACUBO Bylaws.

ARTICLE VI DIRECTORS

Section 1 Board of Directors.

The Association shall be managed by a Board of Directors consisting of no fewer than twelve (12) Directors and no more than twenty (20) Directors. The Board of Directors, at a minimum, shall include:

- A. The President,
- B. The First Vice President,

- C. The Second Vice President,
- D. The Third Vice President,
- E. The Secretary,
- F. The appointed Treasurer,
- G. Three (3) elected Members at Large that shall reflect the NACUBO Constituency Councils (Community Colleges, Comprehensive Institutions/Research Institutions, and Small Institutions),
- H. Three (3) Members at Large appointed by the President and approved by the Board,
- I. The two (2) Immediate Past Presidents,
- J. The appointed Chair of the Finance Committee,
- K. The appointed Chair(s) of the Professional Development Steering Committee,
- L. The Chair of the Audit Committee,
- M. The Chair of the Business Partner Steering Committee, and
- N. Any such ex-officio members as provided for in these bylaws.

Any Director elected or appointed must be employed at an institution which is an institutional member of the Association and must remain so employed throughout the term for which he or she was elected or appointed.

Section 2. Election, Appointment, and Term of Office.

The three (3) elected Member at Large directors shall be elected at the Annual Meeting. The three (3) appointed Members at Large will be appointed by the President, when a new at Large position's term begins, to the Board of Directors to reflect membership balance based on geography, institution size, and institution classification. Member at Large Directors will serve staggered terms with approximately one third of the Member at Large Directors standing for election or appointment each year. All Member at Large directors (elected or appointed) shall serve a term of 3 years, or until a qualified successor has been elected or appointed. Should the institutional classification that a Member at Large represents change, the individual shall step down as a Member at Large.

Section 3. *Ex-officio* Members.

Ex-officio members of the Board of Directors with the same participatory rights as other Directors shall be any WACUBO member who is the Vice Chair, Chair or Immediate Past Chair of NACUBO.

Section 4. Functions of the Board of Directors.

The WACUBO Board of Directors is vested with the direction and management of the affairs, funds, and property of this Association. The Board of Directors and the Board shall have the following general functions:

- A. Determine desired outcomes for organizational success
- B. Make/approve policy
- C. Assure appropriate resources to support the strategic plan
- D. Adopt an appropriate governance system and leadership structure
- E. Evaluate its own performance through review and evaluation

Section 5. Meetings of the Board of Directors.

Four regular meetings of the Board of Directors shall be held annually on such dates and at such times as determined by action of the Board of Directors. No further notice of such meetings *shall* be required. The first meeting shall be held within three months of the Annual Conference to address the goals and plans for the coming year, elect (and/or appoint pursuant to these Bylaws) new officers, appoint committee Chairs and committee members, and transact such other business as may be deemed appropriate. At least two (2) meetings will be held during the year at times and places selected by the President and approved by the Board of Directors. The final meeting of the year shall be held just prior to the Annual Conference. Business may be transacted by mail, voice, or electronically between meetings.

Section 6. Quorum.

A majority of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum at a meeting of the Board of Directors, a majority of the Directors in attendance may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Members results in representation of less than a quorum.

Section 7. Vacancies on the Board of Directors.

Any vacancy that occurs on the Board of Directors, whether by the end of a Director's employment at an institution which is an institutional member of the Association, resignation from the Board of Directors, death, removal or any other cause, shall be filled by a majority vote of the remaining members of the Board of Directors. Any Director who is filling a vacancy shall serve the remaining term of his or her predecessor, or until a qualified successor has been elected or appointed.

Section 8. Adverse Interest.

In the determination of a quorum of the Directors, or in voting, the adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

Section 9. Special Meetings.

Special meetings may be requested by the President, a Vice President, Secretary, or any two Directors by providing five days' written notice by first class, registered or certified United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 10. Procedures.

The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed

to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 11. Emergency Action.

Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive Committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive Committee. Any action so taken shall be recorded in the minutes of the next properly called Board meeting.

Section 12. Informal Action.

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, including by email, setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 13. Meetings of the Board of Directors.

Meetings of the Board of Directors may be conducted by electronic mail using the procedure described in this Section. The notice given pursuant to Section 5 of a meeting to be conducted by electronic mail shall contain the proposed action to be taken at the meeting and may be accompanied by other material pertaining to the proposed action. The notice shall include:

- A. Instructions to Directors to use the "reply all" electronic mail function to ensure that each Director participating in the meeting can communicate with all the other Directors concurrently
- B. notice that each Director may participate in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- C. a deadline for the conclusion of the period for discussion of any action proposed to be taken at the meeting, together with a deadline following that period before which all votes by Directors on that proposed action must be transmitted.

Following a meeting by electronic mail, the President or his or her designee shall notify the Board of the number of Directors who participated in the meeting (determined either by participation in the pre-vote discussion or by the casting of a vote); that a quorum was thereby considered to be present; the number of votes cast in favor of the action; and the passage or failure of each action item.

Section 14. Removal.

A Director shall be subject to removal, with or without cause, at a Board of Directors meeting called for that purpose.

Section 15. Committees of the Board of Directors.

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees. The President, with the approval of the Board of Directors shall appoint the Chairs

of all Committees of the Board from the membership of the Board of Directors except for the Finance Committee and Audit Committee Chairs who shall be Members at Large. The President, in consultation with Committee Chairs and with approval of the Board of Directors, shall appoint the members of all Committees of the Board. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual Meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

- A. **Audit Committee** – The Association shall have an Audit Committee consisting of at least three (3) members appointed for staggered three-year terms. The purpose of the Audit Committee is to assist the Board in fulfilling its fiduciary responsibilities by reviewing the systems of internal controls the Board of Directors have established and the audit process. Either audit or engage an external financial audit firm to conduct an audit of the accounting records of WACUBO annually and report its findings and recommendations to the Board of Directors.
- B. **Executive Committee** – The Association shall have an Executive Committee consisting of the President, who shall serve as Chair, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer and shall have the full authority to undertake the duties and powers of the board except as these Bylaws and/or the *Board of Directors Handbook* specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting. The purpose of the Executive Committee is to provide guidance and leadership to the ongoing work of the association and enhance board of director effectiveness by ensuring that they are focused primarily on the internal and external strategic issues of most importance to the association. The Executive Committee shall act on behalf of the Board of Directors whenever a meeting of the Board is not possible or when directed by the Board to act on its behalf.
- C. **Finance Committee** -The Association shall have a Finance Committee consisting of the First Vice President, ~~Second Vice President~~, Treasurer, the Chair of the Business Partner Showcase Committee, and an appointed Chair who also serves on the Board of Directors. The purpose of the Finance Committee is to review all matters dealing with the finances of WACUBO, including but not limited to, its annual Budget, its Reserve and Investment Policy, financial reports, risk management, and insurance. It is also responsible for the development and recommendation of the annual budget, as prepared in conjunction with the Treasurer, to the Board of Directors for approval.
- D. **Nominations Committee** -The Association shall have a Nominations Committee consisting of the Immediate Past President, President, First Vice President, and Second Vice President with the Immediate Past President serving as Chair. The purpose of the Nominations Committee is to ensure that the most skilled, brightest, and dedicated individuals in the profession are identified and given meaningful opportunities to serve in association governance and leadership roles.
- E. **Site Selection Committee** -The Association shall have a Site Selection Committee consisting of the two (2) Immediate Past Presidents and the Business Partner Showcase Committee Chair. The most recent Immediate Past President shall serve as Chair. The purpose of the Site Selection Committee is to identify and propose a site or sites for one or more Annual Conferences as directed by the Board of Directors.

Section 16. Ad Hoc Committees of the Board of Directors.

The President may establish ad hoc Committees of the Board of Directors at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 17. Budgets.

The Board of Directors shall approve the annual budget of the Association upon presentation by the

Finance Committee and recommendation of the Executive Committee.

Section 18. Personnel Responsibilities.

The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 19. Records.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Section 20. Compensation.

No board member or officer or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization.

However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

ARTICLE VII OFFICERS

Section 1. Officers.

The officers of WACUBO shall be the President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer.

- A. **President.** The President shall be the chief executive officer and shall preside at all meetings of the Members, the Board of Directors and its Executive Committee. As chief executive officer, the President accepts responsibility for the success or failure of the enterprise and assumes responsibility for WACUBO's consistent achievement of its mission and financial objectives. Gives direction to the formulation of and leadership to the achievement of the association's philosophy, mission, and strategy, and to its objectives and goals and assures the association is making consistent and timely progress toward the fulfillment of its mission. As Chair of the Board of Directors and its Executive Committee, assures that both entities fulfill their responsibilities for the governance of WACUBO. As a partner with the members of the Board of Directors, optimizes the relationship between the Board and the stakeholders of the association. The President shall serve a one (1) year term.
- B. **First Vice President.** The First Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The First Vice President serves as the President-Elect and is the second-ranking elected officer in WACUBO and assumes the position of President at the conclusion of his or her term. He or she supports the President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs. The First Vice President shall serve a one (1) year term.
- C. **Second Vice President.** The Second Vice President is the third-ranking elected officer in WACUBO and assumes the position of First Vice President at the conclusion of his or her term. He or she

supports the President and the First Vice President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs. The Second Vice President shall serve a one (1) year term.

- D. **Third Vice President.** The Third Vice President is the fourth-ranking elected officer in WACUBO and assumes the position of the Second Vice President at the conclusion of his or her term. He or she supports the President, the First Vice President and the Second Vice President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs. The Third Vice President shall serve a one (1) year term.
- E. **Secretary.** The Secretary assumes responsibility for accurate preparation, maintenance, and custodial duties for all records and proceedings of WACUBO and shall give notice of all meetings of the Members, Board of Directors, and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings. The Secretary shall serve a four (4) year term.
- F. **Treasurer.** The Treasurer assumes responsibility for preparation, maintenance, and custodial duties of all such financial records as may be required by law or by WACUBO and shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer shall serve a four (4) year term.

Section 2. Election of Officers.

The Third Vice President and Secretary shall be elected at the WACUBO Annual Conference. The President, the First Vice President and the Second Vice President shall assume their respective positions by virtue of the succession language in Article VII, Section 1.B, 1.C and 1.D. The Treasurer shall be appointed by the Board of Directors.

Section 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 4. Removal.

The Board of Directors shall have the power to remove an officer or agent of the corporation.

ARTICLE VIII COMMITTEES

Section 1. Committees of the Association.

- A. There shall be such Committees of the Association as a majority of the Board of Directors, by a resolution of the Board, may from time to time determine to be necessary or useful for the leadership of WACUBO and to assure ongoing attention to the timely and appropriate development of WACUBO policies, programs, and services.
- B. Appropriate areas of interest for such Committees of the Association may include, but shall not be limited to, constituency groups, research, member and stakeholder relations, professional development, publications, marketing, communications, professional relations, and program and service planning and execution.

- C. The activities of such Committees of the Association should offer the broadest possible guidelines to ensure that all activity is within WACUBO's capabilities and responsive to the needs of college and university business officers and their respective institutions.
- D. Committees of the Association shall serve at the pleasure of the Board of Directors and are responsible for carrying out the priorities of the Board as well as the ongoing work of WACUBO and may or may not be considered standing committees. In either case, the committees and the purpose, roles and responsibilities, makeup, and limitations of each committee will be established as policy and recorded as such in the *Board of Director's Handbook* or any such future policies manual as determined by the Board.
- E. The President, with the approval of the Board of Directors shall appoint the Chairs and members of the Committees of the Association and shall be an ex officio member of each committee. All committees shall function within the guidelines and budgets established by the Board of Directors.

Section 2. Other Committees of the Association.

- A. The President may establish ad hoc Committees of the Association at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.
- B. The Board of Directors shall have the authority to create additional entities as appropriate.

Section 3. 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 CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE X AMENDMENT TO BYLAWS

The Board of Directors shall conduct a formal review these Bylaws at a minimum of every five years and may propose changes to the Association membership for consideration. The bylaws may be amended, altered, or repealed by the Members by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE XI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any

such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE XII INSURANCE

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under ARTICLE XI of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in the California Corporations Code §5233, as may periodically be amended.

ARTICLE XIII DISSOLUTION

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as may periodically be amended, of a similar or like nature to this organization, as determined by the Board of Directors.


Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors

I



Robert Moore, President



Kori Wetsel, Secretary

Please Note: After Board approval, these bylaws were presented to the Primary Representatives for a 30-day notice and a final vote. On May 5, 2015, and subsequent to the conclusion of the notice period, acceptance votes were tabulated. The Primary Representatives voted to accept these new bylaws with an effective date June 1, 2015. Amendments to these bylaws were approved by primary representatives on May 1, 2018.