

Bylaws of Mid-America District VI
Council for Advancement and Support of Education
12/07

ARTICLE I – Name

The name of this organization shall be the Mid-America District VI (hereinafter called the District) of the Council for the Advancement and Support of Education (hereinafter called CASE), a nonprofit corporation incorporated under the laws of the District of Columbia, which has its principal office in the District of Columbia. This organization is an unincorporated association having federal tax identification number 52-1135739, which shall be governed by the law of the District of Columbia.

ARTICLE II – Purposes

The purposes of the District shall be identical with those of CASE, as set forth in the Articles of Incorporation of April 29, 1974 and Bylaws adopted July 10, 1975, or as subsequently amended. The corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of Sections 501 © (3) and 170 © (2) (B) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law). No part of the net earnings of the organization shall inure to the benefit of or be distributable to its directors, officers, other private individuals or organizations organized and operating for a profit (except that the organization 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 the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provision herein, the organization shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c) (3) of such Code (or in corresponding provisions of any future United States internal revenue law).
- (b) By an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States internal revenue law).
- (c) In all regards, however, the policies and affairs of the organization shall be consistent with the Articles of Incorporation and Bylaws of CASE, the policies established from time to time by the Board of Trustees of CASE, and subject to the general supervision and control of the Board of Trustees of CASE.

ARTICLE III – Membership and Voting

- A. **Members.** Members of the District shall be those nonprofit educational institutions that are Members of CASE and that are within this District, the boundaries of which shall be defined by the Board of Trustees of CASE, and those institutions that have officially transferred into the District. Each Member educational institution shall have one vote, which shall be cast by its one representative serving as CASE coordinator for membership and voting purposes, or by his or her proxy. The manner of voting shall be as more specifically described below in this Article.

- B. **Educational Associates.** Educational Associates of CASE are nonprofit organizations that devote a substantial portion of their activities to the service of education. The individual representatives of Educational Associates of CASE in this District shall be included in the District's activities, but shall have no vote and shall not be eligible to serve as an officer or member of the Board.
- C. **Member Representatives.** The individual representatives of the Members of CASE that are also members of the District shall be the individual representatives of the Members of the District. The individual representatives shall have no vote, except in Article III, Section A of these bylaws.
- D. **Other Programs.** The District shall sponsor such other conferences, workshops, and the like as may from time to time be deemed necessary to serve special needs of all or part of the membership.
- E. **Quorum.** Except as otherwise provided by law, a quorum for the transaction of business at any Annual Meeting or special meeting of the membership shall consist of the representation by persons present of not less than 10 Member institutions. A quorum for the transaction of business at any regularly scheduled meeting of the Board of Directors shall be defined as half of the voting members plus one.
- F. **Time, Place and Notice.** The time and place of the Annual Meeting, the Annual Conference, and any special meetings or programs shall be determined by the Executive Committee, and written notice of same shall be sent to Member Representatives by first-class mail not less than 30 days to any such event, or by third-class mail not less than 60 days prior to any such event.
- G. **Parliamentary Authority.** The latest edition of Robert's Rules of Order shall govern the conduct of business affairs of the District in all situations to which the rules are applicable and in which they are not inconsistent with these Bylaws or those of CASE.
- H. **Voting.** If a quorum is present, a majority vote of the voting member institutions present in person and entitled to vote shall be required to constitute an action by the voting member institutions on any matter unless otherwise provided by the articles of incorporation or these bylaws.
- I. **Mail Ballot.** Wherever a mail ballot may be required or undertaken of the voting member institutions, a clear explanation of the proposition shall accompany the ballots mailed to the membership coordinators in good standing by the board of directors who shall set a closing date for receiving validated ballots, but in no case shall the date be less than 30 days from the date of the mailing of said ballots.
- J. **Additional Voting Provisions.** Notwithstanding any provision to the contrary throughout these bylaws, the following provisions shall apply throughout these bylaws:
1. Voting on all matters by the member representatives of voting member institutions may be conducted by mail (i.e., mail sent via United States Postal Service), electronic mail, telephone call, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence, or such additional means as may be authorized from time to time by the CASE Headquarters bylaws as amended from time to time, and nothing in these bylaws shall be deemed to bar use of such new means of voting nor shall any further amendment of these bylaws be required.
 2. "Mail ballot" as used throughout these bylaws includes but is not limited to a ballot sent by mail via electronic mail and/or via United States Postal Service.
 3. Member Representatives of voting member institutions who vote by mail (i.e., mail sent via United States Postal Service), electronic mail, telephone call, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence, or such additional means as may be authorized from time to time by the CASE Headquarters bylaws as amended from time to time, shall be deemed present in person at any meeting of the membership to which the particular vote pertains.

4. The means by which any member representative of a voting member institution casts a vote shall be presumed to be a method of voting chosen by and authorized by the member representative and the voting member institution.

At the time of amendment of these bylaws in 2006, in contrast to means of voting by voting member institutions, the CASE Headquarters bylaws and these bylaws allow directors to act only in person at a meeting, or to participate in a meeting by means of a telephonic meeting where all persons may hear each other, and by unanimous written consent. In the CASE Headquarters bylaws may be amended to broaden beyond meetings, telephone calls, and unanimous written consent the means by which CASE's directors may act, such additional means as may be utilized by District VI's directors immediately, and nothing in these bylaws shall be deemed to bar use of such new means of acting or participating, nor shall any further amendment of these bylaws be required.

ARTICLE IV – Officers and the Board of Directors

- A. **Officers.** Officers of the District shall be a Chair, Chair-Elect, Secretary, Treasurer, District VI Trustee and Immediate Past District Chair. The Chair, Treasurer and Secretary shall serve two-year terms. The Chair-Elect shall be elected to serve a one-year term, one year prior to his/her service as Chair of the District. Upon termination of his/her term, the Chair shall service as Immediate Past District Chair until the successor Chair's term is over. The District VI Trustee shall serve a term as prescribed by CASE Bylaws.
- B. **Board of Directors.** The Officers, six at-large elected members and the appointed Commission District Representatives from the CASE Commissions on Alumni Relations, Communications and Philanthropy shall comprise the membership of the Board of Directors.
- C. **Election, Selection and Installation.** Officers and at-large board members shall be elected by the Members at the annual business meeting. The Chair shall automatically succeed from the Office of Chair-Elect. Normally, the Chair-Elect shall be elected at the annual business meeting during the odd years (e.g. 1999, 2001, 2003) and assume duties as the Chair of the District beginning July 1 of the even numbered years. The Secretary shall be elected at the annual meeting of odd numbered years (e.g. 1999, 2001, 2003) and shall assume office the following July 1. The Treasurer shall be elected at the annual meeting during even number years (e.g. 1998, 2000, 2002) and shall assume office the following July 1. Officers and Directors At-Large are limited to serving two consecutive terms in one position on the Board.
- D. **District Trustee.** With regard to the District VI Trustee, the Executive Committee shall submit to a nominating committee of the board of CASE a slate of three candidates for District Trustee as stipulated under ARTICLE V, subsection B of the CASE bylaws, one of each in the following fields: alumni relations, communications and philanthropy. From the slate of three from District VI, the nominating committee of the CASE board shall propose to the CASE membership to be voted upon by the members at the Annual Assembly of CASE one candidate from this District. The District Trustee shall take office and shall hold office for the term as provided in the CASE bylaws. The District Trustee is a member of the District Board and expected to perform in that manner.
- E. **Eligibility.** Unless otherwise provided in the CASE bylaws, to be eligible for election to office or the Board, a Member Representative must have been affiliated with the District for at least one year prior to election. No person who ceases to be a Member Representative in the District shall continue in office after his or her affiliation ends.
- F. **Vacancies.** Vacancies occurring in any of the offices shall be filled for the unexpired portion of the term by the Executive Committee, except that the Chair-Elect shall immediately succeed to the office of District Chair if that office becomes vacant and in the case of the District Trustee who shall be replaced for the balance of the unexpired term by vote of the CASE nominating committee, choosing from the remaining two nominees from the District.

- G. **Commission District Representatives.** Commission District Representatives appointed by CASE Headquarters shall serve as voting, ex-officio members of the District Board. Commission District Representatives will have the endorsement of both their respective CASE Headquarters Commission Chairs and the District Chair.

ARTICLE V – Committees of the Board

- A. **Committees.** Standing Committees of the Board shall include: Executive, Nominating, Finance, Membership, Annual Conference, Communications and Outreach, Committee on Opportunity and Equity, Recognition, Scholarship and New Professionals, Institutional Awards Program, Senior Advisory Board}and Future Hotel Site Selections.
- B. **Membership and Chairs.** All Directors shall serve on at least one Standing Committee. Board members shall be appointed by the District Chair to one or more committees. Committee Chairs may appoint additional individuals from the District’s membership to serve as Committee members. Each Board member shall serve as chair of one standing committee. The Chair of District, with Executive Committee approval, may appoint non-board members to fulfill other committee chair positions. These appointments would include the Chair of the Annual Conference and the Chair of the Institutional Awards Program.
- C. **Executive Committee.** The District Executive Committee shall consist of the officers. Duties of members of the Executive Committee shall be those normally pertaining to their respective titles and corresponding to the guidelines stated in the current CASE District Manual, and each member shall be responsible for the transmittal of such reports and records to CASE Headquarters Office, to their successors, and to the membership as may be appropriate and necessary for continuity in the orderly conduct of District business.
- D. **Nominating Committee.** The District Nominating Committee shall consist of the District Chair, the Immediate Past District Chair, who shall chair the committee, and not fewer than five other Member Representatives appointed by the District Chair. At least one member of the Committee on Opportunity and Equity shall serve on this committee. After formally inviting suggestions from the Board the Directors, the Committee on Opportunity and Equity and the three Commissions and the membership, and obtaining consent of the nominees to serve, the Nominating Committee shall submit to the Members thirty days prior to the Annual Meeting at slate of nominees for elective office, excluding the District VI Trustee.
- E. **Finance Committee.** This committee shall be chaired by the District Treasurer. The committee is responsible for the oversight of the District’s finances, budget and annual audit.
- F. **Membership Committee.** This committee shall, working in conjunction with CASE Headquarters, oversee and direct the membership efforts of the District.
- G. **Annual Conference Committee.** This committee shall oversee the planning and execution of the District’s annual conference. The Chair of the Conference shall serve as an ex-officio (non-voting) member of the Board.
- H. **Communications and Outreach Committee.** This committee provides oversight for the District newsletter, the District website and other communications to the District membership.
- I. **Committee on Opportunity and Equity Committee.** This committee shall be responsible for promoting the interests of minorities and women in the District. This includes, but is not restricted to, the identification and nomination of qualified minority candidates for the Board and its committees, expanding job opportunities and advancement in the District, mentoring and training for people of color and women.

Proposal being voted on by membership: This committee shall be responsible for promoting the interests of **people of diverse backgrounds** of minorities and women in the District. This includes, but is not restricted to, the identification and nomination of qualified **minority diverse** candidates for the Board and its committees, expanding **awareness of job opportunities** and advancement in the District, mentoring and training for people **of diverse backgrounds**. ~~of color and women.~~

- J. **Recognition Committee.** This committee is responsible for the oversight of the District's annual Recognition Program Event and the Distinguished Service Awards Program.
- K. **Scholarship and New Professionals Committee.** This committee is charged with the task of managing the annual scholarship selection program for the District that includes awards for new professionals as well as students.
- L. **Institutional Awards Program Committee.** This committee is responsible for the oversight and management of the District's annual institutional awards program.
- M. **Committee Authority.** Committee Chairs may appoint non-board members to their committee. Certain individuals, including but not limited to, the Annual Conference Chair, the Annual Conference Program Chair, the Webmaster, the District Recognition Chair and Institutional Awards Chair shall be ratified by the Executive Committee. These individuals shall have full authority to appoint members to their committee.
- N. **Other Committees.** The District Chair shall appoint such other committees as may be necessary to carry out the business and activities of the District.

ARTICLE VI – Fiscal Matters

- A. **Fiscal Year.** The fiscal year of the District shall be July 1 of each year through June 30 of the next calendar year.
- B. **Fiscal Agent.** The District Executive Committee shall act as fiscal agent for the District and shall determine and authorize such procedures as it deems necessary for the proper handling of District finances, but in no case may it incur deficits on behalf of the District or any debts or obligations of any kind on behalf of CASE.
- C. **Financing.** The Executive Committee shall set such fees for the Annual Conference and other programs as will cover costs to the District and provide funds for other District activities and the expenses of conducting District business, said funds to be maintained in trust by the CASE Headquarters Office, subject to withdrawal upon authorization by the District Chair to the District Treasurer. The District Chair may sign withdrawal orders and checks in the event that the District Treasurer is not available to do so.
- D. **Fiscal Obligation.** No financial obligation shall be incurred on behalf of the District by any Member, Member Representative, or Committee, except as authorized by the District Executive Committee.
- E. **Internal and External Review.** At a minimum, a financial compilation by a third party shall occur at the end of each Treasurer's term. Intervening years, a minimum of an internal review completed by current Board members is required. The Board of Directors and the Executive Committee reserves the authority to perform a more advanced financial evaluation, internal or external (e.g., review, audit) at any time.

ARTICLE VII – Liquidation-Distribution of Assets

Upon dissolution or final liquidation, the organization, shall, after paying or making provision for the payment of all the lawful debts and liabilities of the organization, distribute all of the assets of the organization to the following:

- A. To CASE, if CASE shall qualify at the time of distribution as an organization exempt from Federal income taxation under 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c) 3 of such Code (or the corresponding provisions of any future United States internal revenue law);
- B. If CASE shall not so qualify, then to a nonprofit organization or organizations having similar aims and objectives as the organization 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 115 (a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501 (a) of such Code as an organization described in Section 501 (c) (3) of such Code (or the corresponding provisions of any future United States internal revenue law).

ARTICLE VIII – Amendment

- A. **Amendment.** These Bylaws may be amended by majority vote of the Members at any Annual Meeting of the District, after at least thirty days' written notice to Member Representatives of the proposal(s) to amend; or by majority vote by mail ballot of at least ten percent of the Members, after at least thirty days' written notice to the Member Representatives. No such amendment shall be effective until approved by a majority vote of the Board of Trustees of CASE.

These Bylaws were amended by the members of CASE District VI, January 2007, in Kansas City.