

By-Laws of Southern Association of Colleges and Employers

ARTICLE I – NAME and PURPOSE

1.1 NAME

The name of the organization shall be the “Southern Association of Colleges and Employers” (SouthernACE), a Texas nonprofit mutual benefit corporation which includes these states: Virginia, District of Columbia, Kansas, New Mexico, North Carolina, Georgia, Kentucky, Mississippi, Tennessee, Oklahoma, Florida, Alabama, Louisiana, South Carolina, Texas, and Arkansas.

1.2 PRINCIPAL OFFICE

Board of Directors shall determine the location of the principal office of the SouthernACE

1.3 PURPOSE

The SouthernACE is organized exclusively to create a common understanding between individuals in career services and college relations focused on the career development and employment of the college educated to:

- Promote and foster relationships and understanding among the constituents
- Serve as the voice of the profession for the Southern region of the United States
- Create and retain leaders in the profession by facilitating the exchange of knowledge and insight
- Provide professional development and promote high professional standards
- Identify trends, issues, challenges, opportunities in the profession

1.4 COMMITMENT TO DIVERSITY

The Southern Association of College and Employers is committed to attaining a pluralistic, diverse membership and providing access to all programs and resources to individuals regardless of race, color, national origin, religion, gender, age, sexual orientation, veteran

status, disability or appearance. The SouthernACE encourages the recruitment and professional development of individuals from all groups by continually developing, examining, and instituting policies, practices and procedures.

1.5 RESTRICTIONS

All policies and activities of SouthernACE shall be consistent with:

- Applicable federal, state and local antitrust and trade regulation laws;
- Applicable tax-exemption requirements including that no part of the SouthernACE net earnings inure to the benefit of a private individual; and,
- All other legal requirements including the state of Texas Nonprofit Corporation Law under which the SouthernACE is incorporated and to which its operations are subject.

ARTICLE II - MEMBERSHIP

2.1 MEMBERSHIP CATEGORIES

There shall be three categories of membership in the SouthernACE: Regular, Affiliate and Individual. Each category shall have the following membership classes:

Regular: College/University, Employer;

Affiliate: and

Individual: Student, Honorary Lifetime, Retiree, Transitional Members and Other Members.

Individuals otherwise qualified but affiliated with organizations located outside the states listed in Article 1.1 may also apply for membership. All memberships are paid annually. Regular **and Affiliate** Memberships are transferable within individual offices/divisions, however, Individual Memberships are not transferable.

2.2 REGULAR MEMBERSHIP

All Regular Memberships are granted to organizations, not individuals. Regular member representative's job functions must include recruitment, career services and career development or training of college students and graduates exclusively for their organizations. Such membership consists of two categories:

1. Principal Representatives: Principal Representatives are designated as primary

representatives of qualified member organizations or divisions of the organizations. They pay full dues (per established dues structure), have full SouthernACE privileges – including voting – and are eligible to hold elected office within the SouthernACE.

2. Associate Representatives: Associate Representatives are considered additional representatives of qualified member organizations or divisions of the organizations. They pay partial dues (per the established dues structures), have full SouthernACE privileges – including voting and are eligible to hold elected office within the SouthernACE.

Any separate division of a qualified regular member organization which have responsibility for independent direction of employee selection or career services activities must designate a Principal Representative who will pay full dues. Associate Representatives, who pay partial dues, may also be designated.

College/University Members. Individuals serving as official representatives for career services for respective institutions will be considered college/university members. These institutions shall be degree granting, two- and four-year institutions of higher education accredited by an accrediting body recognized by the U.S. Secretary of Education.

Employer Members. Individuals officially and actively recruiting, screening, and hiring for their organizations' college students or graduates. This does not include organization's which provide a product or service to career services or human resource staffing functions or that function as a third party recruiter.

2.3 AFFILIATE MEMBERSHIP

Affiliate Members. Affiliate Membership may be granted to organizations that provide a service or product to career services and/or college relations/human resources staffing functions. The mission and purpose of these organizations must be complementary and supportive of the mission and purposes of the SouthernACE, as determined by the Membership Committee. Affiliate membership may include organizations such as: publishers of career materials, technology organizations that provide supporting software and system platforms that directly relate to the operational functions of college recruitment or college and university career services, advertising firms, media organizations, consultants in college recruiting for an institutional employer/college member, college/university faculty, and supervising managers for a regular college/university or employer member. The phrase “consultants in college recruiting” does not constitute employment agencies operating on a contingency basis or as third party recruiters.

Affiliate members may attend conferences and workshops, and may serve on committees. Affiliate members may not vote, hold any elected or appointed offices.

2.4 INDIVIDUAL MEMBERSHIP

Student Members. Individuals enrolled in degree granting programs of accredited colleges/universities who have demonstrated interest in the career services and employer relations profession and who are not employed full-time in the profession. Student members are eligible to attend conferences and workshops, and serve on committees, but cannot vote or hold office. Membership dues shall be half (1/2) of the full individual membership rate.

Student membership is not available to those who would qualify for membership under the Regular membership category. Student membership eligibility ends six months after the completion of the degree, or upon employment in the field, whichever comes first.

Honorary Members. Individuals no longer eligible for active membership and who have been members of the association for a significant number of years, who have made notable contribution in the field of career services, college relations, or to the SouthernACE, and who are so elected by the Board of Directors. Such members shall not vote, hold office, or pay dues. Honorary Lifetime members who return to the profession must regain full dues-paying membership responsibilities and privileges in order to remain active in the SouthernACE.

Retiree Members. A qualified member, upon retirement, may retain membership in the SouthernACE. These members are entitled to all the rights of full membership except for the ability to vote or hold office. The individual's membership status will belong to the individual and dues payment will be the responsibility of the individual until otherwise qualified for membership.

Transitional Members. Individuals who are members in good standing and who have recently left positions in career services or college relations. The individual's membership status will belong to the individual and dues payment will be the responsibility of the individual until such time as they accept an employment position in career services or college relations. Transitional Membership is limited to one year. These members are entitled to all the rights of full membership except for the ability to vote or hold office.

Other Members. Other individuals may be granted membership at the discretion of and with explicit permission by the Board of Directors or its designee. These members are entitled to all

the rights of full membership except for the ability to vote or hold office.

2.5 DISCIPLINE

A member may be reprimanded, suspended or have their membership terminated for cause by the Board of Directors or its designee. Cause may include a serious failure to observe the Association code of conduct as described by the Board of Directors, in these By-Laws, or otherwise documented in the Association Standard Operating Procedures Manual. The disciplinary action shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The member shall have the opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee.

2.6 LIABILITY

No member of the SouthernACE shall be personally or otherwise liable for any of the debts or obligations of the Association.

2.7 MEMBER OBLIGATION TO FOLLOW ASSOCIATION RULES

These By-Laws constitute a binding legal agreement between the SouthernACE and its members which may be supplemented by amendments and actions of the Board of Directors. Members of the SouthernACE are bound by the By-Laws and amendments and legal actions of Board of Directors or voting members of the Association.

ARTICLE III – DUES

3.1 DUES

Annual Membership runs from July 1 – June 30. Membership dues shall be payable on or before July 1. The dues structure, including amount of the dues, the number of covered representatives, and ability to prorate dues shall be determined by the Board of Directors.

3.2 CHANGES IN DUES

Any changes in annual dues shall be recommended by the Board of Directors and approved by a majority vote of the membership present at the annual meeting.

3.3 MEMBERSHIP SUSPENSION

The Board of Directors can suspend or terminate membership for cause.

3.4 REFUNDS

No dues shall be refunded upon cancellation of membership.

ARTICLE IV – ASSOCIATION MEETINGS

4.1 ANNUAL MEETING

The date, time of year and place of the regular annual meeting shall be set by the Board of Directors. The Board of Directors must report the activities of the SouthernACE to the members, and other business shall be transacted as may be properly brought before the meeting

4.2 SPECIAL MEETINGS

Special meetings of the SouthernACE regular membership may be called by the President, the Board, or ten percent of the voting members.

4.3 NOTICE

Notice of each annual meeting shall be given to each voting member not less than 90 days before the meeting. Notice of each special meeting shall be given to each voting member not less than 30 days before the meeting.

4.4 QUORUM

The number of members required to constitute a quorum shall be the number of voting members present at a scheduled meeting of the membership.

ARTICLE V - BOARD OF DIRECTORS

5.1 BOARD OF DIRECTORS

The Board is the governing body of the SouthernACE and has authority and is responsible for the supervision, control and direction of the SouthernACE. The Board may delegate the management of the affairs of the SouthernACE to any person or group, including a committee, provided the Board shall retain the responsibility for the actions of such person or group and further provided that the Board shall in all cases be responsible for the ultimate direction of the SouthernACE. The Board is responsible for overall policy and direction of the organization.

5.2 COMPOSITION

The Board shall have up to eleven and not fewer than seven members, in a fixed number as determined by the Board. Individual Board members shall have authority provided by the Board in the form of position descriptions.

5.3 ELECTIONS

Election of new board members will occur by March 15. Directors will be elected by simple majority of members voting. Board members must be in good standing with SouthernACE.

5.4 INDIVIDUAL DIRECTORS

As individuals, directors shall have only that authority provided by board action in the form of position descriptions for those directors.

5.5 REGULAR MEETINGS

The Board shall meet at least three times annually at an agreed upon time and place.

5.6 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or three (3) or more of the Directors. The person or persons authorized to call special meetings of the Board of Directors may determine the place for holding such a meeting. Notice of such a meeting of the Board of Directors shall be given at least two (2) weeks prior to the meeting date.

5.7 QUORUM

A quorum of the Board shall be a majority of the Board members then in office before business can be transacted or motions made or passed.

5.8 BOARD ACTION

Every act, vote or decision made by a quorum of the board is the act of the Board.

5.9 NOTICE

An official Board meeting requires that each Board member have notice two weeks in advance.

5.10 VACANCIES

Any vacancy occurring in the Board of Directors shall be filled through appointment by the President with the consensus of the remaining members of the Board of Directors. A Director filling a vacancy shall be appointed for the unexpired term.

5.11 RESIGNATION, REMOVAL, AND ABSENCE

Resignation from the Board must be in writing and received by the President. A Board member shall be removed for absences from the Board if he/she has two unexcused absences from Board meetings in a fiscal year. A Board member may be removed for conduct reasons by a quorum vote of the remaining Directors.

ARTICLE VI – COMMITTEES

6.1 ESTABLISHMENT OF COMMITTEES

The Board shall have the authority to establish standing, administrative, and ad hoc committees to provide programs and services to the members and facilitate the SouthernACE's business. Each committee shall report to a member of the Board, who shall serve as its representative to the Board. Committee names and responsibilities will appear in the Standard Operating Procedures manual.

6.2 APPOINTMENT OF COMMITTEE CHAIRS

Subject to approval of the newly elected Board, prior to the first board meeting of the fiscal year, the Directors shall appoint, as needed, chairs/coordinators for all standing, administrative, ad hoc or other committees. The Directors, subject to approval of the president, shall in a timely fashion, fill committee chair vacancies for the unexpired term.

6.3 QUALIFICATIONS OF COMMITTEE CHAIRS

Committee chairs must be voting members in good standing.

ARTICLE VII – FISCAL PERIOD

7.1 FISCAL YEAR

The fiscal year will begin July 1 and end on June 30.

ARTICLE VIII – PARLIAMENTARY AUTHORITY AND INTERPRETATION

8.1 PARLIAMENTARY AUTHORITY

The parliamentary authority of the SouthernACE shall be Sturgis, The Standard Code of Parliamentary Procedure.

ARTICLE IX - AMENDMENTS

9.1 AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed; and new By-Laws may be adopted upon the recommendation of the Board of Directors and by the majority vote of the membership, provided at least twenty-one (21) days notice in writing is given of the intention to alter, amend, repeal, or adopt new By-Laws.

ARTICLE X – INDEMNIFICATION AND INSURANCE

10.1 INDEMNIFICATION

To the fullest extent permitted by the law, the SouthernACE shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. “Agents” for this purpose shall include Board members, Directors, Committee Chairs, and contracted service providers.

10.2 INSURANCE

The SouthernACE shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent’s status as such.

These By-Laws were approved by the members of the Southeastern Association of Colleges and Employers on _____, 2006.

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