

BYLAWS
OF
NORTHWEST ASSOCIATION OF
COLLEGE AND UNIVERSITY
HOUSING OFFICERS



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BYLAWS
OF
NORTHWEST ASSOCIATION OF COLLEGE
AND UNIVERSITY HOUSING OFFICERS

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Northwest Association of College and University Housing Officers are exclusively those allowed for organizations defined under §501(c)(6) of the Internal Revenue Code. Within these limits, the purposes of Northwest Association of College and University Housing Officers include the following:

To promote best practices contributing to the improvement and coordination of housing and food service operations for students and professional staff members from member institutions.

To provide professional development opportunities to housing personnel who are individual members or are from member institutions.

To encourage the collaborative sharing of ideas by sponsoring those activities and services which will assist its members and provide for them a means of exchanging and distributing professional information and ideas relating to the administration of the physical, financial, social and educational phases of housing and food service programs.

To examine future trends through cooperation with other organizations in the fields of housing, food service, and related areas within institutions of higher education.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. NWACUHO may have NONVOTING MEMBERS, including corporate members and individuals in the region from non-member institutions, at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of Directors or members, or to participate in a binding vote on any corporate matters.

Section 3. Establishing Policies for Nonvoting Members. The Board of Directors may prepare and adopt a resolution and formal written policies regarding the establishment of an individual nonvoting member.

A majority of voting member institutions must approve dues and rights associated with the individual membership.

Section 4. Qualifications of Nonvoting Members

Honorary membership may be awarded by the Board of Directors to past representatives who have given outstanding service to the Association. Recipients of the Kay Rich Lifetime Achievement Award and Past Presidents of the Association, unless removed from office or through resignation, are granted Honorary Membership Status.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting Members have the power to elect and also to remove the members of the Board of Directors of Northwest Association of College and University Housing Officers, to elect and remove voting members of the Organization, and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The Communications Director shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members.

Section 3. Dues. The Board of Directors shall assess the rate for annual membership dues no later than June 1 for the following membership year. Any proposed changes to the annual membership dues structure shall be recommended by the Board of Directors to the voting members by July 1, with voting to occur no later than July 31. An affirmative vote of at least a majority of the voting members by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to set or alter dues.

Section 4. Selection of Voting Members. Voting Membership shall be automatic if an institution or individual meets the membership criteria. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors.

Section 5. Qualifications of Voting Members.

5.1 Membership in NWACUHO shall be available to institutions of higher education which have housing officers involved in the coordination of administration, educational programming, food service and housing and maintenance operation for students and staff members on or off the college/university campus.

5.2 Membership shall be open to qualified institutions in the states of Alaska, Oregon, and

Washington, and the provinces of British Columbia and Alberta, Canada, and the Yukon Territory and by special invitation of the Board of Directors to similarly qualified institutions in adjoining states, provinces and territories.

5.3 Voting membership in NWACUHO shall be by institution and shall be limited to those member institutions in attendance at the annual conference of the Association. In the event of a mail ballot, all member institutions may participate.

5.4 All staff and faculty from member institutions who have involvement in their institution's residence hall, family housing services, conference services, and programs may participate in the activities of, benefit from the services of, and hold office within NWACUHO.

5.5 Affiliate institutional membership may be granted by the Board of Directors in the case of governmental, nonprofit, for profit, commercial organizations and schools outside of our region engaged in activities directly related to the purposes of the Association.

5.6 Membership in the Association and its committees is open to all eligible persons regardless of race, color, sexual orientation, gender or gender expression, age, religion, national origin, physical, and/or mental abilities.

Section 6. Suspension or Removal of Voting Members. A voting member may be expelled by the voting members for serious misconduct which adversely affects the interests or reputation of the Corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Communications Director of the Corporation.

Section 8. Quorum for Voting. A quorum will consist of all voting members present when business is conducted.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a simple majority (51%) of the voting members present at or participating by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Mail, E-mail, or Electronic Delivery. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter, by mail, e-mail, or other electronic delivery. The ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and/or in favor or opposed to each proposed action. Approval by ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of the voting members. It will be held during the first quarter of the calendar year at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by mail, e-mail, or other electronic delivery, to all voting members entitled to receive notice, at the address or e-mail provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members shall vote on any matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail or e-mail rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.

a. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or other electronic delivery, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

b. Special Meetings. Special Meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or other electronic delivery, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Communications Director to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the Corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director (if applicable), authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the Corporation properly employs the necessary corporate formalities to make its decisions – including notifying membership of rationale for decisions that counter member advisory votes, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least three times per year, and shall strive to do this by meeting in the fall, prior to the annual conference, and in late spring.

Section 2. Qualifications of Directors and Composition of the Board. The Directors shall be the Officers, who are elected by the voting members. All Board Members must be employed at a member institution, have demonstrated a commitment to the mission and purposes of Northwest Association of College and University Housing Officers, have the fiscal support of their host institution, and must have expertise in areas relevant to the needs of the organization.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than eleven and no more than thirteen members.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new Directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. The Treasurer, Communications Director, and Technology Director shall serve three year terms. The Past-President, President, and President-Elect shall serve one year in each position, for a total of three years. The Corporate Relations Director, and the State and Provincial representatives shall each serve two year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve notwithstanding provisions listed in Article V, Section 2.

Section 5. Selection of Directors.

a. Nominations. The initial members of the Board of Directors shall be appointed by the Incorporator. Subsequent Directors shall be elected by the then-current voting members, except during time of mid-term vacancies as detailed in Section 8. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by voting members, or by nonvoting members.

b. Election Process. Each voting member will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

c. Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a Director is to be considered (See Article III, Sections 12 and 13).

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board, its presiding Officer, the president, or the Communications Director. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. Vacancies will be advertised via regular channels (Website, Social Media, Newsletter, as appropriate) for a period of no less than 2 weeks to solicit voting member interest. In the event of more than one interested party, the vacancy would be filled by a majority vote by voting members. In the event of a single interested party for a vacancy, appointments may be made by the Board of Directors during a regular Executive Meeting. Vacancies in the position of State and Provincial Representative are elected by the member institutions of that state or province at the time of voting. A vacancy in the position of Past-President will be appointed by the Board of Directors. Similarly, a vacancy in the position of President will be filled immediately by the President-Elect; the President-Elect vacancy would then be elected by the membership. A Director elected to fill a vacancy will complete the remaining term of the position they are filling. This mid-term service does not count towards the 2 consecutive term limit.

Section 9. Conduct of Directors. Directors have a responsibility to the members of the Organization and as such a duty to seek out and understand the interest of the membership. Directors shall remain accountable to acting in good faith to serve the interests of the membership and must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least two thirds of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The affirmative vote of at least a simple majority (51%) of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws.

Section 12. Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the Directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each Director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each Director. If it is sent by email then each Director must send their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each Director's vote will be stored with the corporate records.

Section 15. Meetings. The Board must meet at least three times per year, and shall strive to do this by meeting in the fall, prior to the annual conference, and late spring.

Section 16. Closed Meetings. The Board of Directors shall reserve the right to go into closed session/ executive session by a two-thirds vote of the Directors present when privacy is needed to protect the rights of individuals or organizations.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 18. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Communications Director to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or speak or make agreements on behalf of the Corporation without specific authorization by the Board of Directors to do so.

Section 20. Distribution of Minutes. Minutes from the Board of Directors meetings shall be made available to the membership within one month of the conclusion of said meeting.

ARTICLE V. OFFICERS

Section 1. Officers. The Officers of NWACUHO shall include a President, President-Elect, Past-President, Communications Director, Treasurer, Corporate Relations Director, Technology Director, and State and Provincial Representatives.

Section 2. Election and Term of Office. The Officer positions of President-Elect (and thus President and Past-President), Communications Director, Treasurer, Corporate Relations Director, and Technology Director will be elected by the Voting members. The State and Provincial Representative positions will be elected by the Voting member institutions of each state or province. The Treasurer and Technology Director shall serve three year terms. The Past-President, President, and President-Elect shall serve one year in each position, for a total of three years. The Communications Director and Corporate Relations Director shall each serve two year terms. The State and Provincial Representatives shall each serve two year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated or appointed. No Officer may serve more than two full terms in any one office.

Section 3. Removal. Any Officer elected by the voting members may be removed by the voting members whenever, in their judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the vacancy may be filled in one of two ways: By voting members or by appointment of the board. Refer to Article 4, Section 8: Filling Vacancies. The elected

Officer will hold office for the remaining portion of the term of that office, which will not count towards the 2 consecutive term limit.

Section 5. President. The President shall:

- a. Preside over all meetings of the Association.
- b. Preside over all meetings of the Board of Directors.
- c. In consultation with the Board of Directors, state those goals for NWACUHO which he/she intends to pursue during his/her term of office and insure their inclusion in the first issue of the NWACUHO Newsletter published after the beginning of his/her term of office.
- d. Present a report outlining the state of the Association at the annual business meeting of the Association, and to insure its inclusion in the first issue of the NWACUHO Newsletter published after the conference.
- e. Represent the Association at the ACUHO-I regional Presidents' meeting.
- f. Fulfill all duties necessary to insure that the Association meets the expectations presented in its bylaws..

Section 6. President-Elect. The President-Elect shall:

- a. Serve as the Chair for the annual conference program committee. The program committee is charged with organizing solicitation of programs, facilitating the selection process for programs, scheduling programs into their respective time slots, communicating with the conference host chair regarding audiovisual equipment needs and developing the program book. Additionally, the program committee shall select the "Best of the Northwest" program and refer this program information to the ACUHO-I conference program chair.
- b. Assume the duties of the President in the latter's absence, or in the event of his/her resignation.
- c. Represents the Association at the ACUHO-I regional Presidents meeting.

Section 7. Past-President. The Past-President shall:

- a. Coordinate the annual election process for executive committee Officers. This includes soliciting nominations, formulating a ballot, distributing and collecting ballots, insuring adherence to the election process as outlined in the bylaws.
- b. Facilitate the case study competition conducted at the annual conference. This includes developing the case, soliciting judges and participants, leading the discussion regarding the participants, choosing the winners and presenting the award at the annual conference.
- c. Coordinate the nomination and selection and selection of various annual awards given out by the Organization.
- d. Assist the President and President-Elect in the overall leadership of the organization.
- e. Solicit State and Provincial Representative nominees in conjunction with current State and Provincial Representatives and shall work with the President and the executive committee to appoint vacant positions.

Section 8. Communications Director. The Communications Director shall:

- a. Be the official correspondent for the Association and carry on the required correspondence and record keeping of the Association.
- b. Record, transcribe, and upon approval from the Executive Board, post in the newsletter, the minutes of the annual business meeting of the Association.

- c. Record and transcribe the minutes of Executive Committee meetings. Distribute minutes to all Executive Board members within one month of each meeting for approval and then post meeting summary in the newsletter.
- d. Coordinate Directory information. Distribute directory to membership in the fall of each year. Send directory changes to Technology Director throughout the year.
- e. Ensure a tri-annual publication of the NWACUHO Newsletter and solicit content for the newsletter.
- f. Distribute newsletter to the membership after each publication and ensure the webmaster receives an electronic version for position on the website.

Section 9. Treasurer. The Treasurer shall:

- a. Ensure proper control of any funds which may accrue to the Association.
- b. Maintain a system for collecting annual dues of all member institutions.
- c. Oversee the annual audit for the Association.
- d. Develop and maintain the financial plan for the Association.
- e. Be prepared to present all financial updates and needs at the annual business meeting.
- f. Present preliminary budget at the fall meeting of the Executive Committee.

Section 10. Corporate Relations Director. The Corporate Relations Director shall:

- a. Coordinate all correspondence with corporate partners and exhibitors who are interested in the Association.
- b. Plan and coordinate the corporate partner and exhibitor program at the annual conference of the Association.
- c. Work in conjunction with the Newsletter Editor to coordinate vendor advertising in the newsletter.

Section 11. Technology Director. The Technology Director shall:

- a. Provide continuous design and informational updates and additions to the NWACUHO website.
- b. Create a website that is informative and comprehensive, navigationally easy and intuitive to use and manage the NWACUHO website on an ongoing basis.
- c. Implement NWACUHO's plan for internet service to the Association.
- d. Solicit content for the website and seek technological advancement that would benefit the Association and its membership.
- e. Coordinate with Communications Director to publish and keep updated annual on-line directory.
- f. Work collaboratively with the ACUHO-I web administrator to link the NWACUHO website with the ACUHO-I website.
- g. Manage the software and hardware purchased by the association.

Section 12. State and Provincial Representatives. The State and Provincial Representatives shall:

- a. Serve as liaison between members in their respective state or province and the Board.
- b. Represent the voice of the members within their state or province.
- c. Maintain regular communication with members within their state or province.
- d. Solicit memberships from institutions within their state or province.
- e. Assist the Communications Director in the collection of directory information from member institutions.

- f. Coordinate association taskforces and provide training and support to taskforce chairs and members.
- g. Collaborate with Board members on the planning and implementation of the annual conference.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees.

The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures and craft budgets, policies and programs to be approved by the full Board. Such committees must be established by the affirmative vote of a majority of all Directors then in office. Board committees must consist of two or more Directors, and must not have any members who are not members of the Board of Directors.

Section 3. Non-Board Committees. The Board may establish "Non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Members. The Board will appoint the members of every Board committee. The President or the Board or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee must be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee, subject to later confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be

recorded in the form of corporate minutes and filed with the Communications Director.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any Officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or officers.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive Director, or by a committee. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Tax Year. The tax year of the corporation is July 1 to June 30.

Section 4. No Discrimination. In the delivery of its services to the public, NWACUHO does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation. The Articles may be amended by a two-thirds majority vote of the institutional representatives in attendance at the business session of the annual conference; or in the event of a mail, email, or other electronic media ballot, a majority of the total voting membership of the Association. Only one vote shall be recorded from each member institution represented at the business session at the annual conference, or in the event of a mail, email, or other electronic media ballot, one vote per member institution shall be recorded.

Section 2. Bylaws. The Bylaws may be amended by a majority vote of the representatives from member institutions in attendance at the business session of the annual conference, or in the event of a mail, email, or other electronic media ballot, a majority of the votes cast by the voting membership of the Association. One vote shall be recorded from each member institution at the business session at the annual conference, or in the event of a mail, email, or other electronic media ballot, one vote per member institution shall be recorded.

Section 3. Proposals by Members. Amendments to the Articles and/or Bylaws may be proposed by any member of NWACUHO. Such proposals by a member shall be made in writing, endorsed by at least three member institutions of NWACUHO, and submitted to the President of the Association at least 10 days prior to the business session at the annual conference for presentation to the membership.

Section 4. Proposals by the Board of Directors. Amendments to the Articles and/or Bylaws may be proposed by the Board of Directors. Such proposals shall be submitted either to the members in attendance at the business session at the annual conference, or to the total membership by ballots.



CERTIFICATE OF FILLING VACANCIES

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Northwest Association of College and University Housing Officers, as duly adopted by the Board of Directors on the 11th day of February 2015.

Signed this 13th day of March 2015.

Communications Director, Northwest Association of College and University
Housing Officers

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.