

CONSTITUTION & BYLAWS

North Carolina Community College Student Development Personnel Association (N3CSDPA)

Raleigh, North Carolina

December 16, 2019

ARTICLE I. NAME AND PURPOSE

Section 1: Name

North Carolina Community College Student Development Personnel Association (N3CSDPA) will be the name of this organization.

Section 2: Mission

N3CSDPA's mission is to serve as a resource and support to and advocate for Student Services professionals throughout the North Carolina Community College System.

Section 3: Purpose

The purposes of the organization are:

- A. To serve as an information resource, and provides professional development and networking opportunities.
- B. To provide a forum to discuss Student Services policies, processes, and best practices.
- C. To encourage collegiate partnerships and collaborations that maximize student success.

ARTICLE II. MEMBERSHIP

Section 1: General

Membership in the Association shall be available for student development (also student services or student affairs) professionals employed at an institution within the North Carolina Community College System.

Section 2: Membership

Membership becomes active upon receipt of membership dues.

Section 3: Period of Membership

Period of membership shall be July 1- June 30 of each fiscal year.

Section 4: Eligibility

Any member within the North Carolina Community College System shall be eligible to apply for membership. Questions regarding eligibility for membership shall be referred to the Executive Committee of the Association for action.

ARTICLE III. Executive Board

Section 1: General

The Executive Board shall consist of the President, Past President, President-Elect, Secretary, Treasurer, and Parliamentarian, Regional Representatives and Division Representatives. The Executive Board shall manage the business, property and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, and these Bylaws.

Section 2: Term

Executive Board members shall be elected to a two-year term, and are eligible for re-election to the same position for not more than two consecutive terms.

Section 3: Elections

The Executive Board shall authorize the President to send a nomination ballot to the entire membership in May each year to receive nominations for Executive Committee appointments. The Secretary will present all nominations received to the Election Committee. The Secretary will present a slate of nominees to be voted on by the membership in June. The newly elected Board members will take office in July for two-year terms.

At the end of the two-year term, The President-Elect will assume the office of President.

At the end of the two-year term, the President will assume the office of Past-President.

Newly elected officers shall assume office as the last order of business at the summer meeting.

Section 4: Quorum

A quorum will consist of 2/3 of the Executive Board. A quorum of the Executive Board must be present to conduct business.

Section 5: Meetings

- a) Regular meetings of the Executive Board shall be held as determined by the Board.
- b) Meetings of the Executive Committee may be called by the President, or in their absence, by the Immediate Past President, or President-Elect.
- c) Special meetings of the Executive Board may be held at any time upon twenty-four (24) hour notice, oral or written, by the President, Secretary and, Treasurer, or by three other members of the Executive Committees.

Section 6: Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Executive Board shall be delivered personally, electronically, or by mail to each Executive Board member with a minimum of ten (10) days' notice.

Section 7: Electronic Meetings

Members of the Executive Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 8: Resignations, Termination and Absences

Resignation from the Board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members shall be terminated from the Board due to excess absences, defined as more than two unexcused absences from board meetings in a year. A Board member may be removed for other reasons by a majority vote of the Executive Board.

Section 9: Vacancies

Vacancies occurring on the Executive Board may be filled at any time by appointment of the President with approval of majority vote of the Executive Board. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward an officer's term; appointed officers may serve additional full terms subject to term limitations addressed in Section 2.

ARTICLE IV. OFFICERS, DIVISION AND REGIONAL REPRESENTATIVES

Section 1: General

The Officers of this Association shall be President, President Elect, Past President, Secretary, Treasurer and Parliamentarian. Each officer shall be a voting member of the Executive Board and serve as the Executive Committee.

The Division Representatives shall be Chair of Accessibility, Chair of Admission & Recruitment, Chair of Advising, Chair of Career Services, Chair of Mental Health Counseling, Chair of Records & Registration, Chair of Student Activities, Chair of Student Aid & Scholarship and Chair of Veterans Affairs. Each Division Representative shall be a voting member of the Executive Board.

The Regional Representatives shall be the Central, Piedmont/Foothills, Northeast, Southeast, and Western/Mountains Representatives. Each Regional Representative shall be a voting member of the Executive Board.

Section 2: Duties and Responsibilities of Officers

The Officers shall possess such powers, and perform duties as shall be determined by the Executive Board.

A. The President of the Association shall:

- Preside at all meetings of the membership and all meetings of the Executive Board;
- Perform other duties customary to the Office of President, or as directed by the Executive Board;
- Make appointments to standing and ad hoc committees, and be an ex-officio non-voting member of all committees.

B. The President-Elect of the Association shall:

- Perform such duties as the President and/or the Executive Committees may determine;
- Serve as Chair of the Program Planning Committee for the organization

C. The Past President of the Association shall:

- Provides counsel regarding past practices and other matters to assist the Board in governing the Association.

D. The Secretary of the Association shall:

- Oversee notice and maintenance of the minutes of the meetings of the Executive Board and Association;
- Keep record of membership of the Association;
- Chair of the Membership Recruitment Committee;
- Perform other duties customary to the Office of the Secretary.

E. The Treasurer of the Association shall:

- Be the custodian of the funds of the Association and make proper accounting of such funds and make proper reports to the Association
- Serve as Chair of the Finance Committee;
- Disburse the funds of the Association as ordered by the Executive Committee;
- Provide such financial reports and statements as the Association or Executive Board may from time to time require or request.

F. The Parliamentarian of the Association shall:

- Maintain parliamentary order at the business meetings of the Association;
- Act as an advisor to the Executive Board in the interpretation of the Constitution and By-laws;
- Serve as Chair of the Election Committee;

ARTICLE V. COMMITTEES

Section 1: Committees

The Executive Board may create committees as needed. The President appoints all committee chairs and members from the membership of the Executive Board.

Section 2: Executive Committee

The Executive Committee shall be composed of the President, Past President, President-Elect, Secretary, Treasurer, and Parliamentarian. Specific decision-making authority of the Executive Committee shall be defined in the *Association's Standard Operating Procedures*. During the intervals between the meetings of the Executive Board, the Executive Committee has the authority to act on behalf of the full board and exercises powers of the full Board, subject to the approval of the Board at its next regular meeting.

Section 3: Finance Committee

The Treasurer is the Chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with the board. The Executive Board must approve the budget and all expenditures within budget. Any major change in the budget must be approved by the Executive Board.

Section 4: Program Committee

The President-Elect is the chair of the Program Committee. The Program Committee is responsible for planning activities for the membership such as Association meetings, workshops or seminars.

Section 5: Membership Committee

The Secretary is the Chair of the Membership Committee. The Membership Committee is responsible for annual membership and recruitment drives.

Section 6: Election Committee

The Parliamentarian is the Chair of the Election Committee. The Election Committee is responsible for overseeing the elections of the Executive Board every two years.

ARTICLE VI. Dues

Section 1: General

Annual dues in the Association shall be fixed by a majority vote of the Executive Board.

Section 2. Audit

The accounts of the Association shall be audited each year by the Finance Committee. A written report shall be available to the membership upon request.

ARTICLE VII. EXECUTION OF DOCUMENTS

Section 1: Documents, Obligations and Disbursements

Policies regarding documents, obligations and disbursements are set forth in the organization's Standard Operations and Procedures manual, which shall be reviewed annually by the Board.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Section 1: Fiscal Year

The designated fiscal year of this corporation shall be July 1st to June 30.

Section 2: Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the Association.

ARTICLE IX. INDEMNIFICATION:

Section 1: General

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Executive Board who are not at that time parties to the proceeding.

ARTICLE X. AMENDMENTS

Section 1. Amendments

In order to amend the By-laws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Executive Board at least two weeks prior to the time of the vote on the proposed amendment. The By-laws shall be amended by a majority vote of the Executive Board.

ARTICLE XI. RESTRICTIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the

publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the Corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII. DISSOLUTION

Upon dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), so disposed of shall be disposed of by the County Court of the County in which the principle office of the association is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws certified by the Executive Board

Dated: _____

Secretary, Executive Board

President, Executive Board
