BY-LAWS OF THE
COUNCIL FOR THE ADVANCEMENT OF STANDARDS IN HIGHER EDUCATION
(As amended and approved on April 10, 2017)

ARTICLE I – Purposes

Section 1. As set forth in the Articles of Incorporation, the COUNCIL FOR THE ADVANCEMENT OF STANDARDS IN HIGHER EDUCATION (hereinafter, the "Council") is a nonprofit 501(c)(3) corporation organized for the purposes generally of improving and advancing student programs and services, development programs, and educational opportunities in institutions of higher education; and of promoting cooperative inter-association efforts to improve the quality of services offered to students by establishing adopting, and/or recommending professional standards for student services/development programs; and by establishing, adopting, and/or recommending standards for preparing professionals for these fields, as more particularly set forth in its Articles of Incorporation.

ARTICLE II – Offices

Section 1. The Council’s registered agent shall be the Executive Director of the Council, at its registered office: 123 N. College Ave., Suite 250, Fort Collins, CO 80522. The Council’s registered office may be moved to a location in or outside of the District of Columbia, where it is incorporated, as determined by the Representatives of the Council.

ARTICLE III - Representatives

Section 1. The number of Representatives in each fiscal year shall never be less than three and shall be the same number as the number of active member organizations in the Council as of September 1 of that year, plus one to three Public Representatives as determined from time to time by the Governing Board of the Council (the “Governing Board”). The Representatives of active member organizations shall elect the Public Representatives to bring needed expertise and perspectives to the Council; at least one shall be from outside the academic community, and one may be from inside the academic community but not concurrently serving as a member of the Council representing a member organization. Each Public Representative shall be entitled to one vote. The Executive Director shall serve on the Council, ex- officio (non-voting).

Section 2. Each member organization will appoint a Representative and may appoint an Alternate Representative, either of whom may attend and vote at meetings of the Council. Except for the Public Representatives, each Representative shall belong to and be appointed by a member organization in good standing to serve on the Council.
Section 2. (cont.) Each member organization shall be entitled to one vote cast by either the Representative or Alternate Representative during each year in which it is an active member organization in good standing as of September 1 of said year. Public Representatives shall be elected for a term of two years commencing on September 1 of the fiscal year they were elected to and terminating on August 31 of the following fiscal year. All Representatives, except for Public Representatives, shall serve for the term for which they are appointed or designated and until their successor is appointed or designated, unless they are removed by the organization which they represent. At any time, in the event that a Representative is removed by the member organization, resigns, dies, or is otherwise unable to serve, the Alternate may act as Representative, unless or until the member organization appoints or designates a successor. Any Representative shall be eligible for reappointment or re-designation without limitation on the number of terms, at the discretion of the member organization.

Section 3. The affairs of the Council shall be managed by the Council, which may exercise all powers of the Council and do any act or thing which is consistent with its Articles of Incorporation, these By-laws, and the provisions of the District of Columbia Nonprofit Corporation Act of 2010, as may be amended from time to time (the “DC Nonprofit Code”).

Section 4. A majority of Representatives in office shall constitute a quorum. The act of the majority of the Representatives present at a meeting at which a quorum is present shall be the act of the Council, except as otherwise provided in these By-laws.

Section 5. Any vote or action by the Council to adopt, amend, or repeal standards for one or more higher education programs or services, or for the professionals in those fields, shall be effective and shall constitute the act of the Council only if it is approved by a vote of two-thirds (2/3) of the Representatives at a meeting where a quorum is present.

Section 6. Any action which may be taken by the Council, at a meeting may be taken without a meeting if consents in writing are signed by 2/3 of the Representatives in office and delivered to the Member-at-Large for Administration (such consents may be delivered to the Member-at-Large for Administration via email or other means).
Section 7. The Council shall not reimburse any Representative for expenses incurred in attendance at a meeting of the Council, except that the expenses of Public Representatives and such other Council members designated as deserving of such reimbursement may be authorized to be paid by the Governing Board.

Section 8. As determined by the Council, its meetings shall be governed by Roberts' Rules of Order, Revised.

ARTICLE IV - Officers

Section 1. When the respective terms of office expire or when there is a vacancy, the Council shall, by a vote of a majority of the Representatives present at a meeting at which a quorum is present or by unanimous written vote of all of the Representatives then in office, elect a Member-at-Large for Administration and a President Elect (who succeeds as President for two years and as Past President for one year). The President Elect and Past President shall serve terms of one year, unless an officer is removed as a Representative by his or her member organization, resigns, dies, or otherwise is unable to serve, in which event a special election may be held to elect a successor to complete the remainder of the term. With approval of the Governing Board, elected officers may continue to serve in the position of President Elect, President, or Past President until the end of his or her elected term or one year, whichever occurs first, even if he or she is no longer a Representative, Alternate Representative, or Public Representative. When an officer position is vacant, a new officer nominee shall be brought forth by the Nominating Committee and elected by majority vote of the Council. Any member Representative of the Council or any Alternate Representative who meets the qualifications in Section IV (2) shall be eligible to be elected as an officer for successive terms of office, except for President Elect (see Section IV (2) below).

Section 2. Candidates for President Elect must have served as a Representative or Alternate Representative of the Council for not less than four years. Candidates for all offices should reasonably expect to represent their association on the Council as a Representative or Alternate Representative for a period of three years from the date of election or re-election, except for President Elect who is expected to serve for four consecutive years (as President Elect, President and Past President). An individual may simultaneously hold more than one office at a time, except the President may never simultaneously hold the office of Member-at-Large for Administration.

BY-LAWS
COUNCIL FOR THE ADVANCEMENT OF STANDARDS IN HIGHER EDUCATION
Section 3. The President Elect shall serve on the Governing Board and perform duties as appropriate to the office.

Section 4. The President shall be the chief executive officer of the Council. They shall preside at all meetings of the Council, shall have general and active management of the affairs of the Council, shall perform such other duties as may, from time to time, be assigned by the Council, and shall see that all orders and resolutions of the Council are carried out. The President shall execute on behalf of the Council, and may affix or cause its corporate seal to be affixed to, all instruments requiring such execution, unless the Council shall have expressly delegated such signing and execution to some other officer or agent of the Council. The President of the Council shall serve as the Chairperson of the Governing Board and shall act as the direct supervisor of the Executive Director. In the case of the absence or disability of the President, the President Elect or Past President, whichever is in office at the time, shall perform the duties and exercise the powers of the President.

Section 5. The Past President shall serve on the Governing Board and perform duties as appropriate to the office.

Section 6. The Member-at-Large for Administration shall (i) attend the meetings of the Council and other meetings of the Council, (ii) record the proceedings of such meetings in a book (hard copy or electronic) to be kept for that purpose, (iii) send minutes of those meetings to all the Representatives and Alternate Representatives, (iv) maintain and authenticate the records of the Council, (v) perform like duties for the Governing Board, when required, and (vi) perform such other duties as may be prescribed by the Council. The Member-at-Large for Administration shall keep in safe custody the corporate seal of the Council and, when authorized by the Council, shall affix the same to any instrument requiring it, and when so affixed, attest to it.

Section 7. The Member-at-Large for Administration shall have custody of the corporate funds and assets of the Council, working with the Executive Director to ensure financial activity is carried out in a timely manner. The Member-at-Large for Administration shall in consultation with the Executive Representative and the Governing Board prepare the Annual Budget for approval by the Council and shall provide to the President at regular meetings of the Council, or when the Council so requires, an account of all Council transactions and of the financial condition of the Council. When authorized by the Council, the Member-at-Large for Administration may

BY-LAWS
COUNCIL FOR THE ADVANCEMENT OF STANDARDS IN HIGHER EDUCATION
Section 8. The Council may elect such other officers of the Council as, from time to time, they may choose.

**ARTICLE V - Governing Board**

Section 1. The Council shall elect a Governing Board, which shall be composed of the President, the Member-at-Large for Administration, the President Elect (during the year when this position is filled), the Past President (during the year when this position is filled), and up to four Members-at-Large, who shall be elected to serve staggered terms on the Governing Board by a vote of a majority of Representatives present at a meeting at which a quorum is present. The only members of the Governing Board permitted to vote on matters before the Governing Board are members that are also Representatives or Alternate Representatives. In addition, an Editor may be appointed by the President and approved by the Council to serve on the Governing Board ex-officio (non-voting) when an elected officer or Member-at-Large does not fulfill this function. The Executive Director may attend all meetings of the Governing Board ex-officio (non-voting). Governing Board members, other than the President, shall serve for a term of three years, commencing on September 1 of the fiscal year to which they are elected, and terminating on the last day of August of the third fiscal year.

Section 2. The Governing Board shall: (a) between meetings of the Council, exercise all powers of the Council and carry out all acts and things which are consistent with these By-Laws and which are necessary to the management of the affairs of the Council, provided, however, that the Governing Board shall not, under any circumstances, (i) be empowered to adopt standards for any profession or group of persons employed by a college or university without obtaining the vote of the Council, as required in these By-Laws, (ii) adopt, amend or repeal these By-Laws, or (iii) propose or approve matters that are required (by these By-Laws or the DC Nonprofit Code) to be approved by Members, and provided further that the Council by majority vote may further restrict the powers of the Governing Board from time to time; (b) serve in the capacity of a finance committee and review the necessary financial data to oversee the

*BY-LAWS*
*COUNCIL FOR THE ADVANCEMENT OF STANDARDS IN HIGHER EDUCATION*
management of the affairs of the Council; and (c) cause the minutes of all meetings of the Governing Board to be promptly sent to all members of the Council.

Section 3. Meetings of the Governing Board shall be called by the President or the Member-at-Large for Administration upon the request of a majority of the members of the Governing Board, with a minimum of six days' notice.

Section 4. A majority of the Governing Board shall constitute a quorum. A vote of a majority of those members serving on the Governing Board shall be sufficient to act.

Section 5. Any action which may be taken at a meeting of the Governing Board may be taken without a meeting if consents in writing, setting forth the matter or matters to be considered, shall be signed by all of the members of the Governing Board and filed with the Member-at-Large for Administration (such consents may be delivered to the Member-at-Large for Administration via email or other means).

ARTICLE VI - Committees

Section 1. The Council shall have the discretionary power to create Standing and Ad Hoc committees to carry on the work of the Council. If such Committees are created they shall be composed and shall function in accordance with the following provisions: Standing Committees shall include a Representative or Alternate Representative who shall serve as Chair and two or more other Representatives or Alternate Representatives who shall be appointed and charged by the President, with the concurrence of the Governing Board. The Nominating Committee will be a Standing Committee; others may be designated as needed by a vote of the majority of Council members present at a regular meeting. Ad Hoc Committees shall be appointed and charged by the President, with the concurrence of the Governing Board, to work on short-term projects with the term of appointment ending upon project completion or the Governing Board's decision to dissolve the Committee.

Section 2. Business of a Committee shall be coordinated by the Chair and may occur via conference telephone call, regular mail, electronic mail, or other channels of communication. Committee meetings may also be held at regular Council meetings or at special meetings approved by the Governing Board when expenditure of Council funds is requested.
Section 3. Committee Chairs shall make regular reports to the President and to the Council at its regularly scheduled meetings. A vote of a majority of those members serving on a Committee shall be sufficient to act.

Section 4. The President may accept the resignation of any Committee member at any time for any reason. New Committee members shall be named by the President, with the concurrence of the Governing Board, to enlarge a Committee or to replace a departing Committee member. All Committee member appointment terms are renewable.

ARTICLE VII - Membership and Dues

Section 1. There shall be two (2) classes of members: Active and Associate.

Section 2. Active membership shall be open to member corporations, organizations, or associations that represent the interests of one or more groups of persons employed by institutions of higher education in capacities involving the provision of services to students and/or the preparation of professionals for these fields; provided, however, that (1) the member corporation, organization, or association must be national in scope within the United States, Canada, or another country and some of the students served are in institutions which qualify for exemption from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of the Code or its successor section; and (2) either the members or the designees of the members of the corporation, organization, or association fall within one or more groups of persons employed by institutions of higher education.

Section 3. A corporation, organization, or association shall be considered national in scope if it has had members in fifty percent (50%) of the States in the U.S.A., Provinces of Canada, or other primary political divisions of another country during two of the last four years prior to the year of its application, and if the corporation, organization, or association satisfies one of the following three criteria, in the U.S.A.: (a) During the year prior to the year in which its application is filed, it has had at least five percent (5%) of its members in each of the four continental (Eastern, Central, Mountain, and Pacific) time zones (or comparable distribution in other countries); (b) It has held at least one annual conference or professional meeting in each of the said continental time zones during the ten years prior to the year in which its application for membership is filed; (c) It has had at least five percent (5%) of its members in each of the six areas of the United States which are served by a regional accrediting association (Middle States, New England, North Central, Northwest, Southern, and Western) or other similar accreditation divisions of another country.
Section 4. Active members shall pay annual dues which shall be voted upon by the Council. Costs for Representative attendance at Council meetings are the responsibility of the member organization.

Section 5. Associate membership may be awarded to (1) corporations, organizations, or associations that satisfy the criteria for active membership but are not national in scope; (2) to corporations, organizations, or associations that have demonstrated an ability to deal with issues and to recommend services related to student life in higher education but are not involved in the primary delivery of such services in those institutions of higher education; or (3) to corporations, organizations, or associations providing pupil personnel services in secondary schools or post-secondary transition. Associate members shall pay annual dues that shall be voted upon by the Council. Associate members may appoint or designate a Representative and Alternate Representative to the Council but shall not be entitled to vote until after ten consecutive years of membership in the Council.

Section 6. Higher education associations seeking to join the Council as either Active or Associate members will complete the application and provide requested documentation to the Council President expressing this intent and addressing the criteria for membership spelled out in this Article VII. The Governing Board will review the letter, determine eligibility, and make a recommendation for action to the Council. New Active and Associate members of the Council are approved by vote of two-thirds (2/3) of all the members of the Council present at a meeting at which a quorum is present.

Section 7. Higher education associations may withdraw from the Council through a formal letter of withdrawal from the President of the association. The Governing Board shall review the status of member associations that are delinquent in payments of dues or that have not been involved in the work of the Council for one year or more and take appropriate action, including removal.

Section 8. The Council shall maintain at all times a record of the Active and Associate members, in a form that permits preparation of a list of names and addresses of all members, in alphabetical order, showing the number of votes each member is entitled to cast.

ARTICLE VIII - Meetings

Section 1. The Council shall have meetings at times and places as agreed upon by the Council, but shall hold at least one annual meeting. The Council may hold meetings, both regular and special, either within or outside the District of Columbia. Attendance at such meetings may be accomplished
by any means of communication by which all members of the Council can simultaneously hear each other. Members who participate in meetings in this manner shall be deemed present in person at the meeting.

Section 2. Written notice of regular meetings of the Council shall be given to all Representatives and Alternate Representatives at least thirty (30) days prior to the date of such meetings. Such written notice shall specify the categories of matters to be transacted, with a detailed agenda and supplemental documents to be made available two (2) weeks prior to the meetings. The Council may, by majority vote of the Representatives present at the regular meeting, consent to consider other matters not specified in the notice. Notices shall be delivered personally, electronically, emailed, or mailed to the members of the Council and shall be deemed given at the time it is sent by any such means.

Section 3. Special meetings of the Council may be called by the President or by the Member-at-Large for Administration, if the Member-at-Large for Administration has received a written request by at least fifty percent (50%) of the Representatives in office. Written notice of special meetings of the Council shall be given to all Representatives and Alternate Representatives at least three (3) days prior to the date of such meetings. Such written notice does not need to specify the matters to be transacted. Notices of special meetings shall be delivered personally, electronically, emailed, or mailed to the members of the Council and shall be deemed given at the time it is sent by any such means.

ARTICLE IX - Executive Director

Section 1. The Council may employ an Executive Director pursuant to a written letter of appointment signed by the President containing the terms, conditions, and duration of the employment of the Executive Director with the Council. The Executive Director shall be appointed upon the majority vote of the voting members of the Council or by the Governing Board when empowered to do so. Upon recommendation of the Governing Board, a decision whether to terminate the employment of the Executive Director or not to renew the employment contract with the Council shall require two-thirds (2/3) majority vote of a quorum of the Council. Vacancies in the position of the Executive Director may be filled by interim appointment by action of the Governing Board. The Executive Director shall be supervised by and shall report directly to the President of the Council.

Section 2. The Executive Director shall serve as the senior operating officer of the Council; represent the Council to other associations; direct and execute all orders, resolutions, and decisions of the Council and the Governing Board; manage the office, publications inventory and fulfillment; hire temporary
staff and outside contractors, as necessary; obtain and sign contracts to carry out the work of the Council; maintain necessary insurance as approved by the Council; keep full and accurate accounts of receipts and disbursements in records belonging to the Council; deposit all monies and other assets in the name and to the credit of the Council in such depositories as may be designated by Council officers; work with the Member-at-Large for Administration to disburse the funds of the Council, with proper vouchers for such disbursements; prepare financial and annual reports, and arrange for an external audit; and give, or cause to be given, notice of all meetings of the Council. The Executive Director shall serve ex-officio (non-voting) on the Council and the Governing Board.

Section 3. On an annual basis, the President shall, with assistance of the Governing Board, prepare a written appraisal of the performance of the Executive Director, review the written appraisal with the Executive Director, and make any recommendations (e.g., for a salary or benefits adjustment or change in the duties of the position) to the Governing Board for consideration and recommendation to the Council.

ARTICLE X - Use of Income and Assets

Section 1. No part of the net earnings or assets of the Council shall inure to the benefit of any sponsor, Representative, officer, or individual or to the benefit of any member organization or corporation, provided this shall not prevent payment of reasonable compensation for services actually rendered to or for the Council in effecting its purposes.

Section 2. The Council may authorize the Executive Director, any officer or officers, agent or agents, to enter into contracts or execute and deliver any instruments in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 3. No loans shall be contracted on behalf of the Council without the prior authority of the Council, and such authority may be general or confined to specific instances.

Section 4. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Council shall be signed by the Executive Director or designated officer or officers, agent or agents, of the Council, and in such manner as may from time to time be determined by resolution of the Council.

Section 5. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies, and other depositories as the Governing Board may select.
Section 6. Unless otherwise prohibited by law, the Council may authorize the Executive Director to purchase insurance on behalf of any member of the Council, officer, or staff member against any liability asserted against or incurred by him or her arising out of such person's status as a member of the Council or out of acts taken in such capacity.

Section 7. The Council shall not engage in any activity that would be inconsistent with the status of a non-profit organization as defined in section 501(c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto.

Section 8. Consistent with Article 8 of the Articles of Incorporation, upon dissolution or liquidation of the Council, all liabilities will be paid and remaining assets of the Council shall be distributed equally to member organizations in good standing or to other organizations that qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as determined by the Council.

ARTICLE XI - Fiscal Year

Section 1. The fiscal year of the Council shall begin on the first day of September and terminate on the last day of August in each such year.

ARTICLE XII - Indemnification

Section 1. The Council shall indemnify a Representative or officer to the extent the Representative or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the Representative or officer was a party because the Representative or officer was a Representative or officer of the corporation against reasonable expenses incurred by the Representative or officer in connection with the proceeding.

Section 2. The Council may further indemnify a Representative pursuant to the terms of Sections 29-406.51 and 55 of the DC Nonprofit Code, upon proper authorization by the Council.

ARTICLE XIII - Amendments

Section 1. These By-Laws may be altered, amended, or repealed (i) by the vote of two-thirds (2/3) of all of the members of the Council present at a meeting at which a quorum is present, provided that notice of such proposed action was provided to the Representatives at least thirty (30) days prior to the date of such meeting, or (ii) by unanimous action in writing, in lieu of such meeting, signed by all of the Representatives.