



**AMENDED AND RESTATED
BYLAWS OF THE**

**PACIFIC NORTHWEST ASSOCIATION FOR
COLLEGE ADMISSION COUNSELING**

These Amended and Restated Bylaws of Pacific Northwest Association for College Admission Counseling (the "Association"), a chartered regional affiliate of the National Association for College Admission Counseling ("NACAC"), were duly adopted by vote of the Members as of October 1, 2020.

ARTICLE I. MEMBERSHIP

Section 1. Voting Membership. Voting membership in the Association may be extended to categories of institutions and organizations in the states of Alaska, Idaho, Montana, Oregon, and Washington, and individuals who perform the majority of their professional duties in those states. Voting members shall have one vote. Voting members shall include the following.

- a. Educational Institutions
 1. Not-for-profit, degree-granting, two- and four-year colleges, universities and other postsecondary institutions, accredited in accordance with policies and procedures approved by the Executive Board.
 2. Primary and secondary schools listed in resources approved by the Executive Board.
 3. Not-for-profit primary and secondary school districts and accredited college and university systems.
- b. Organizations
 1. Not-for-profit community-based organizations and educational opportunity outreach programs which provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis.
 2. Not-for-profit organizations whose primary activities consist of working on a multi-state, national or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.
- c. Individuals
 1. Persons employed by voting member institutions and organizations whose professional activities consist primarily of counseling, admission, or financial aid services.
 2. Persons employed by a voting member eligible institution, organization, or community-based organization that is not a member of Association.
 3. Persons employed by not-for-profit, accredited colleges and universities outside the Association region but who perform the majority of activities in counseling, admissions, or financial aid services within the Association region and who do not hold voting privileges in any other state or regional affiliate of NACAC.
 4. Independent educational consultants or counselors who are self-employed or employed by a company providing counseling, admission or financial aid services to

- students, their parents, or both.
5. Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
 6. Persons charged with supervising counseling activities who are employed at a school system district office.
 7. Persons charged with supervising admission and enrollment management activities who are employed at a public college or university system office.
 8. Past-Presidents of the Association who are not currently affiliated with a voting member eligible institution or organization that is a member of Association, will automatically be granted an individual voting membership each year for \$0.

Section 2. Associate Membership. Associate Members shall not have the right to vote on any matter submitted to the Membership. Associate Members shall include the following:

- a. Educational Institutions
 1. Not-for-profit, degree-granting two- and four-year colleges, universities and other postsecondary institutions that are active candidates for accreditation according to policies and procedures approved by the Executive Board.
 2. Accredited, not-for-profit two- and four-year colleges, universities and other postsecondary institutions located outside the Association region.
- b. Organizations
 1. For-profit organizations that provide products or services to the counseling, admission, or financial aid professions or in support of students in the transition to postsecondary education.
- c. Individuals
 1. Persons employed by non-voting member institutions or organizations.
 2. Persons who provide teaching or training to professionals who work with students in the transition to postsecondary education, and are employed in a post-baccalaureate or graduate program at a not-for-profit, degree-granting postsecondary institution.
 3. Students seeking careers in counseling, admission, or financial aid services.
 4. Persons who were employed at a voting member institution or organization during the current or immediately preceding membership year who are no longer employed by any member or member-eligible institution.
 5. Individuals who are employed by NACAC affiliates.

Section 3. Honorary Membership. Honorary membership may be conferred upon individuals at the discretion of the Executive Board. Honorary members shall have the privileges of membership except the right to vote.

Section 4. Meetings.

- a. **Annual Meeting.** At least one general meeting of the membership shall be held annually at such place and time as determined by the Executive Board.
- b. **Special Meetings.** Special meetings of the membership may be called (i) by the Assembly Delegates during the time of the annual NACAC Conference, (ii) by the Executive Board, and (iii) by voting members holding five percent or more of the total votes entitled to be cast.
- c. **Notice.** Notice of any annual or regular meeting of the membership shall be delivered to the members no later than 10 days and no earlier than 50 days prior to the date of such meeting, in writing, by e-mail or regular mail, postage prepaid, to each member's most current e-mail or regular address, and, in the case of a special meeting, shall describe the purpose for the special meeting.

- d. **Quorum; Action at Meetings.** One-tenth of the registered voting members of the Association shall constitute a quorum for the transaction of business at regular or special meetings of the Association. Business items requiring a vote of the membership, including election of officers, may be voted on in a regular or special meeting of the Association or electronically, but not in combination. Response to an electronic ballot must be done within thirty days of the date on which ballots are distributed.

Section 5. Dues. Dues for each Membership category shall be set by the Executive Board and recorded in the Association Policies and Procedures Manual. Dues for voting members, non-voting members, and honorary members are applicable for the membership year of July 1 to June 30.

ARTICLE II. EXECUTIVE BOARD

Section 1. Powers. The business and affairs of the Association shall be managed by, or under the direction of, the Executive Board, including the approval of applications for membership in the Association and any and all powers and acts that are not prohibited by law, the Articles of Incorporation, or these Bylaws.

Section 2. Eligibility. To be eligible to serve on the Executive Board, individuals must be voting members of the Association.

Section 3. Composition. The Executive Board shall be composed of voting members and ex-officio, non-voting members.

- a. **Voting Members.** The voting members of the Executive Board shall be:
 - i. President
 - ii. President-Elect
 - iii. Immediate Past-President
 - iv. Secretary
 - v. Treasurer
 - vi. Treasurer-Elect
 - vii. Past-Treasurer
 - viii. Assembly Delegates
 - ix. Chairs of all Standing Committees
- b. **Non-voting Members.** Non-voting members of the Executive Board shall be:
 - i. Chairs of national college fairs;
 - ii. Association members serving on the NACAC Board of Directors;
 - iii. Association members serving on standing NACAC committees; and
 - iv. Such additional ex-officio, non-voting members as may be appointed by the Executive Board.

Section 4. Election; Term. Upon election of a person to any position listed in Article II, Sections 3(a) or 3(b) in accordance with these Bylaws, such person shall be appointed to serve on the Executive Board for the term of the position to which such person was elected.

Section 5. Meetings.

- a. **Annual Meetings.** A regular annual meeting of the Executive Board shall be held prior to the annual meeting of the membership, without further notice, or at such other time and place as shall be determined by the President and designated in the notice of the meeting.
- b. **Regular Meetings.** Regular meetings of the Executive Board shall be fixed each year in advance by resolution of the Executive Board.
- c. **Special Meetings.** Special meetings of the Executive Board may be called by the President

with at least 24 hours' notice to each member of the Executive Board, and a special meeting shall be called by the Secretary upon the written request of two-fifths of the members of the Executive Board with at least ten days' notice. Such meetings shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person(s) calling the meeting.

- d. **Notice.** Notice of any meeting of the Executive Board shall be provided in writing, by e-mail or regular mail, postage prepaid, to each member of the Executive Board's most current e-mail or regular address, and shall describe the purpose for any special meeting. Whenever notice to any member of the Executive Board is required, a waiver of notice in writing signed at any time by the member shall be equivalent to the giving of the notice. Participation in any meeting by a member of the Executive Board shall be deemed a waiver of any notice of such meeting.
- e. **Remote Participation in Meetings.** Members of the Executive Board are encouraged to participate in a meeting in person whenever possible. Members of the Executive Board may participate in a meeting by means of conference telephone, video conference, or other electronic means of communication by which all persons participating in the meeting can simultaneously hear or communicate with each other. Such participation shall constitute presence in person at the meeting.
- f. **Action Without Meeting.** Any action required or permitted to be taken at an Executive Board meeting may be taken without a meeting if all the voting members of the Executive Board then in office sign a written consent to such action, and such consent is filed with the minutes of the Executive Board.

Section 6. Voting.

- a. **Quorum.** A majority of the voting members of the Executive Board shall constitute a quorum for the transactions of business at meetings of the Executive Board.
- b. **Action by the Executive Board.** If a quorum is present, action is taken by a majority vote of the voting members of the Executive Board present, except as provided otherwise by the Articles of Incorporation, these Bylaws, or as required by law.
- c. **Voting.** Voting members of the Executive Board shall each have a single vote. The voting members of the Executive Board may vote in person, remotely, if participating in a meeting as permitted under Article II, Section 5(d), or by signing their consent to a written consent as permitted under Article II, Section 5(e). The voting members of the Executive Board may not vote by proxy or by electronic ballot.
- d. **Presumption of Assent.** A member of the Executive Board who is present at a meeting of the Executive Board when corporate action is taken is deemed to have assented to the action taken unless:
 - i. The member objects at the beginning of the meeting, or promptly upon the member's arrival, to holding the meeting or transacting the business at the meeting;
 - ii. The member's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - iii. The member delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member who votes in favor of the action taken.

Section 7. Duties. Every member of the Executive Board must:

- a. Exercise the diligence and care in governing the Association and its affairs that an ordinarily prudent person in a like position would exercise under similar circumstances.
- b. Actively participate in governance of the Association.

- c. Ensure that the Association's activities and transactions are, first and foremost, advancing its mission.
- d. Recognize and disclose conflicts of interest and make decisions that are in the best interest of the Association, its mission, and its stakeholders (not anyone else, including an individual board member).
- e. Ensure that the Association and its employees, agents, officers, and directors obey all applicable laws and regulations, take only those actions that are consistent with the Association's Articles of Incorporation and Bylaws, and adhere to its stated purposes and mission.

Section 8. Resignation and Removal; Vacancies. Any member of the Executive Board may resign or be removed from office in accordance with Article III, Section 5.

ARTICLE III. OFFICERS

Section 1. Officers; Duties. The officers of the Association shall be:

- a. **President.** The President shall:
 - i. Preside over the Executive Board.
 - ii. Preside at meetings of the Association and prepare the membership meeting agenda.
 - iii. Appoint any ad-hoc committees deemed advisable by the Executive Board.
 - iv. Serve as an ex-officio member of all committees.
 - v. Serve as a delegate for the NACAC Assembly.
 - vi. Serve on the Finance Committee.
- b. **President-Elect.** The President-Elect shall:
 - i. Serve as chair of the annual Association conference.
 - ii. Serve as an Assembly Delegate.
 - iii. Serve on the Finance Committee.
- c. **Immediate Past-President.** The immediate Past-President shall:
 - i. Preside at any meetings of the Association in the absence of the President.
 - ii. Assemble a Nominations Committee and serve as its chairperson.
 - iii. Monitor compliance with NACAC governing documents.
 - iv. Serve as Chief Delegate for the NACAC Assembly.
 - v. Serve on the Finance Committee.
- d. **Secretary.** The Secretary shall:
 - i. Be responsible for the minutes of all meetings.
 - ii. Be responsible for the distribution of all necessary notices.
 - iii. Serve as historian to maintain and update Association historical records.
- e. **Treasurer.** The Treasurer shall:
 - i. Keep up-to-date financial records of the Association.
 - ii. Chair the Finance Committee and prepare the annual budget.
- f. **Treasurer-Elect.** The Treasurer-Elect shall:
 - i. Serve as a signer for organizational funds.
 - ii. Collect membership dues and any special assessments.
 - iii. Make deposits.
 - iv. Arrange payment of invoices.
 - v. Serve on the Finance Committee.
- g. **Past-Treasurer.** The Past-Treasurer shall:
 - i. Prepare reports for the Internal Revenue Service, sustain articles of incorporation, and oversee all responsibilities entailing government compliance.
 - ii. Secure and monitor insurance for the organization and its officers.

- iii. Consult with the President concerning appropriate duties in support of organizational finances to be assigned to the organization's Executive Assistant.
- iv. Serve on the Finance Committee.

Section 2. Qualifications.

- a. **Generally.** All officer positions must be filled by persons from the voting membership of the Association.
- b. **President, President-Elect, and Immediate Past-President.** The President, President-Elect, and Immediate Past-President must be voting members of the Association and must be NACAC members.

Section 3. Term.

- a. **President, President-Elect, and Immediate Past-President.** The Immediate Past-President, President and President-Elect shall each serve for a term of one year.
- b. **Treasurer, Treasurer-Elect, and Past-Treasurer.** The Past-Treasurer, Treasurer, and Treasurer-Elect shall serve for a term of one year.
- c. **Secretary.** The Secretary shall serve for a term of three years.

Section 4. Nominations. The Immediate Past-President shall appoint a Nominating Committee of at least five members, which should include at least two recent active Past-Presidents. The committee's responsibility is to prepare a slate of candidates for each officer position to be presented to the voting members of the Association at the annual meeting.

- a. **Candidates for President and President-Elect.** Candidates for the offices of President and President-Elect in the same year shall be filled by representatives from either the student guidance (secondary school or independent counselors) or admissions (college) membership. Should the candidate for President be a secondary school member or independent counselor, the candidate for President-Elect must be a college member, and vice-versa.
- b. **Candidates for Treasurer, Treasurer-Elect, Past-Treasurer, and Secretary.** Candidates for the offices of Treasurer, Treasurer-Elect, Past-Treasurer, and Secretary shall be filled by members of the Association in accordance with these Bylaws.

Section 5. Conduct of Annual Election.

- a. **Generally.** Prior to the annual meeting of the members of the Association, the nominating committee shall present the slate of officer candidates to the voting members of the Association for election.
- b. **Voting.** The method of voting shall be by electronic ballot. Election shall be by majority vote of the voting members of the Association who cast an electronic ballot; *provided*, that Assembly Delegates shall be elected by majority vote of voting members of the Association who cast an electronic ballot and that are also NACAC voting members.
- c. **Notice to NACAC.** Notice shall be given to the Chief Executive Officer of NACAC immediately following the election or appointment of President, President-Elect, and Association Assembly Delegates. Such notice shall include the names of each individual, and other information requested by NACAC.

Section 6. Vacancies.

- a. **Office of President.** An unexpired term of the President shall be completed by the Immediate Past-President, who shall serve a subsequent term as Immediate Past-President.
- b. **Other Officers.** An unexpired term of the President-Elect and other officers shall be filled from among the membership by appointment of the President, subject to the approval by majority vote of voting members of the Executive Board. The appointee shall serve only until the next general meeting when a successor shall be elected by a vote of the membership to

complete that term of office on its original calendar.

Section 7. Resignation; Removal.

- a. Any officer may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President.
- b. Officers may be removed from office for:
 - 1. Non-attendance at leadership team or Executive Board meetings.
 - 2. Non-contribution or non-performance.
 - 3. Unethical or illegal activity.
 - 4. Unprofessional behavior or behavior unbecoming of a member.
- c. Officers may be removed from office by a two-thirds vote of the voting members of the Executive Board. Should the person wish to appeal that decision, they have thirty days from the date of the Executive Board vote to move to submit an appeal to the Executive Board. The Executive Board shall reach a decision within thirty days of receipt of that appeal.

ARTICLE IV. DELEGATES TO THE NATIONAL ASSEMBLY

Section 1. Delegates will include the President, President-Elect and the Immediate Past-President as well as the individuals elected to serve as Assembly Delegates pursuant to Article IV, Section 2.

Section 2. To be eligible for election as an Assembly Delegate, a candidate must be a member in good standing of the Association and also must be a NACAC voting member in good standing by July 15 of their election year through their term of service as a delegate. Delegates will have sixty days following change of employment to continue to serve if their new employer is not an Association or NACAC member. Only one person employed by a member organization or institution may serve as a delegate from the Association in the same Assembly.

Section 3. All other members of the Association Executive Board who serve as the principal representative of a voting NACAC member institution, or who are a voting NACAC individual members, and who plan to attend the NACAC Conference shall be designated as potential “alternate delegates” for that year. In the event that one or more elected delegates are unable to participate in the NACAC Conference or Assembly, the Association President will appoint one of the designated potential “alternate delegates” to the delegate position. In electing delegates and selecting alternate delegates to these positions, care shall be taken to balance representation of the membership with respect to issues including organization type and geography.

Section 4. A Delegate will be permanently replaced by an Alternate Delegate when:

- a. They do not meet the eligibility requirements stated in these Bylaws.
- b. They submit their resignation to the Association President.
- c. They are removed by a two-thirds majority of the membership attending a general membership meeting or a special meeting called for that purpose. The removal procedure will be determined by the Executive Board.

Section 5. Assembly Delegates, other than those serving simultaneously as Immediate Past-President, President and President-Elect, shall serve terms of three years, staggered so that approximately one-third of the Assembly Delegates are elected each year.

ARTICLE V. STANDING COMMITTEES

Section 1. There shall be the following standing committees:

- a. Admission Practices Committee

- b. Awards & Recognition Committee
- c. Communications Committee
- d. Community College Relations & Transfer Advocacy Committee
- e. Development Committee
- f. Diversity, Equity & Access Committee
- g. Government Relations Committee
- h. Information & Technology Committee
- i. Inter-Association Committee
- j. Membership Committee
- k. Professional Development Committee
- l. Regional College Fair Committee

Section 2. Candidates for chairs of standing committees that are not otherwise chaired by Assembly Delegates shall be selected in a manner to balance representation among various segments of the membership.

Section 3. The duties and responsibilities of these committees shall be outlined in the Association Policies and Procedures Manual.

Section 4. The Executive Board may assign other duties to any of the standing committees; *provided*, that the Executive Board shall not delegate to any committee authority to: (i) adopt, amend, or repeal the Articles of Incorporation or Bylaws; (ii) elect or remove an officer; (iii) elect, appoint, or remove a member of the Executive Board, or fill vacancies on the Executive Board; (iv) adopt a budget; (v) authorize the expenditure of unbudgeted monies; (vi) approve or recommend a sale, pledge or transfer of substantially all the Association’s assets; (vii) authorize distributions; or, (viii) approve or recommend dissolution, merger, or a change in control.

Section 5. The committee chairs shall appoint their committee members and all committee members must be members of Association. Standing committees will act in accordance with Association Bylaws and mission.

Section 6. The chairs of standing committees shall serve terms of three years, staggered so that approximately one-third of the chairs of standing committees are elected each year.

ARTICLE VI. FISCAL YEAR

Section 1. The fiscal year shall be from July 1 to June 30.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1. The latest edition of Robert’s Rules of Order, shall govern the proceedings of this Association.

ARTICLE VIII. AMENDMENTS

Section 1. The Bylaws may be amended at any meeting of the Association by a vote of two-thirds of the voting membership attending, provided that notice of any proposed amendment has been sent to each voting member at least two weeks, but no more than 50 days, prior to the date of said meeting.

Section 2. The Executive Board is authorized to make non-substantive housekeeping changes to the Bylaws without a vote of the membership.

Section 3. Bylaws may be amended by a two-thirds vote of the entire Executive Board, provided, that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that in the reasonable opinion of the Executive Board presents an imminent threat to the continued viability of the Association. The Executive Board shall notify the members of any Bylaw amendments made by the Executive Board within thirty days after Executive Board adoption of such amendments.