

BYLAWS OF THE SOUTHERN ASSOCIATION FOR COLLEGE ADMISSION COUNSELING

(As Amended September 2016)

In conformity with and pursuant to its Articles of Incorporation, the organization, operations, business and affairs of The Southern Association for College Admission Counseling shall be governed by the following Bylaws, as such Bylaws may from time to time be amended.

Section 1

GENERAL CORPORATE PROVISIONS

1.1 Corporate Name. The name of the corporation shall be The Southern Association for College Admission Counseling (the “Association”). The Association may employ the acronym, SACAC, as, for and with the same effect as its full corporate name in such instances as the Association, its Board of Directors may, in their discretion, deem appropriate, and may register such business name, and any trademark incorporating such name, in accordance with law.

1.2 Registered Office. The registered office of the Association shall be located, and have its post office address at the address stated in its Articles of Incorporation, as such address may be changed and redesignated pursuant to Section 1.5 of these Bylaws.

1.3 Principal, Other Offices. The principal office and place of business of the Association shall be at the business address of the President of the Association, unless a principal office is established by the Board of Directors. The Association may establish and maintain additional offices and transact its business and affairs at such other places, in any other states and territories comprising the Southern Region (Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee and the Caribbean), as may be designated, established or authorized by the Board of Directors.

1.4 Agent for Service of Process. The Association’s registered agent for service of process is CT Corporation Systems, 1300 Hibernia National Bank Building, Carondelet Street, New Orleans, Louisiana 70112.

1.5 Redesignation of Registered Office, Agent. The location and post office address of the Association’s registered office and its registered agent for service of process may

be changed and redesignated from time to time by resolution of its Board of Directors, without the necessity of vote, approval or ratification by its members, in conformity with and pursuant to La. Rev. Stat. 12:236.

1.6 Corporate Seal. The corporate seal of the Association shall be a disk bearing the inscription “The Southern Association for College Admission Counseling” on the circumference thereof, and otherwise in a form prescribed by the Board of Directors. An imprint or impression of the seal may be used to certify the authenticity of, but shall not be requisite to the validity of, any instrument or official document executed by or on behalf of the Association.

1.7 Fiscal Year. The fiscal year of the Association shall begin on the first day of September of each year and terminate on the last day of August of the succeeding year.

Section 2

ASSOCIATION OBJECTIVES, PURPOSES AND POWERS: CONSISTENCY WITH NATIONAL ASSOCIATION

2.1 Objectives and Purposes. The purposes for which the Association is organized are and shall be exclusively educational and charitable, such purposes, in particular, being to:

- (a) develop and maintain high standards which foster ethical and social responsibility among those involved in the process of planning for postsecondary education;
- (b) support and promote adherence to the Statement of Principles of Good Practice promulgated by the National Association for College Admission Counseling;
- (c) promote and protect the interests of students involved in the postsecondary education planning process;
- (d) develop the professional competence, and meet the professional needs of individuals involved in admissions and financial aid procedures;
- (e) engage in and report research pertinent to the purpose of the Association;
- (f) educate those involved in the process of postsecondary education and admission;

- (g) develop services related to the process of planning for postsecondary education and admission;
- (h) communicate information to members and other appropriate parties;
- (i) provide opportunities for interaction between and among members, the various segments of the Association, other segments of the educational community and appropriate organizations and agencies;
- (j) interpret to various publics any information, data and opportunities relevant to student postsecondary education planning; and
- (k) strive for the inclusion of traditionally underrepresented and eligible SACAC members in leadership roles in the Association.

2.2 Powers, Limitations. The Association shall have and may exercise all powers, rights, authorities and privileges necessary or appropriate to and consistent with effectuation of its objectives and purposes, as expressed or implied in its Articles of Incorporation, in these Bylaws, or which may be incidental thereto; provided, however, that the Association shall neither have nor exercise any right, power, authority or privilege inconsistent or in conflict with continuing recognition of its status as a nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954.

2.3 Conformance with National Association. To the extent not inconsistent with the laws of the United States or the State of its incorporation, or with its status and recognition as a nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, the Association shall remain continuously organized and its membership, operation, business and affairs shall be governed and conducted in accordance with the prescriptions of the National Association for College Admission Counseling (“NACAC”) with respect to chartered affiliates, not later than one year following any amendment of the Articles of Incorporation or Bylaws of NACAC which require conforming action by the Association, the Association shall consider and adopt any and all amendments to its Articles of Incorporation and Bylaws as may be necessary or appropriate to satisfy and maintain consistency with NACAC prescriptions for chartered affiliates.

2.4 Code of Practice. The Association subscribes to, and its institutions and individual members, shall observe and abide by the principles, practices, standards, and guidelines set forth by the National Association for College Admission Counseling in:

- (1) **The Statement of Principles of Good Practice for Members of the National Association for College Admission Counseling** (rev October

2010), as set forth in Appendix “A” annexed hereto and made a part hereof; and

- (2) **The Statement of Principles of Good Practice: Education, Monitoring Procedures and Penalties for Members of the National Association for College Admission Counseling** (rev. September 2005), and **The Statement of Principles of Good Practice: Education, Monitoring Procedures and Penalties for Non-Member Institutions** and as set forth in Appendix “B” annexed hereto and made a part hereof;
- (3) **The Statement of Students Rights and Responsibilities in the College Admissions Process** (rev. October 2005), as set forth in Appendix “D” annexed hereto and made a part hereof;
- (4) **Statement of Transfer Students Rights and Responsibilities in the College Admission Process** (rev. October 2005);
- (5) **Guidelines for Secondary and Postsecondary Institutions Addressing Historically Underrepresented and Underserved Students in Higher Education** (rev. 1998);
- (6) **Guidelines for the Recruitment and Support of International Students** (rev. June 1998);
- (7) **The Statement on Recruitment and Admission of Student-Athletes** (Oct. 1981);
- (8) **Statement on Pre-College Guidance and Counseling on the Role of the School Counselor** (approved June 1990);
- (9) **Statement on Counselor Competencies** (approved January 1991);
- (10) **The Statement on Personal Recognition Programs in the College Admissions Process** (October 1990);
- (11) **Guidelines for Admission Decision Options** (approved by the NACAC Assembly, October 1991).

Section 3

MEMBERSHIP

3.1 Classes of and Qualifications for Membership.

(a) Voting Members. The following institutions, organizations, agencies and individuals who perform the majority of their professional duties in Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, or the Caribbean (hereinafter referred to as the “Southern Region”) shall be eligible for voting membership in the Association;

1. Institutional Memberships:

- (a) Not-for-profit two- and four-year colleges, universities and other post-secondary institutions, accredited in accordance with policies and procedures approved by the Board of Directors.
- (b) Primary and secondary schools listed in resources approved by the Board of Directors.
- (c) Not-for-profit primary and secondary school districts and college and university systems which are in agreement with the objectives and purposes of the Association and the principles, practices, standards and guidelines to which it subscribes;
- (d) Not-for-profit community-based organizations which provide counseling, admission or financial aid services only to students at the state or local level on an on-going basis
- (e) 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.

2. Individual Memberships:

- (a) Individuals employed in the area of counseling, admissions or financial aid services by an Institutional or Organizational Voting Member of the Association qualified for such membership under subsections 1.a-d of this Section;
- (b) Independent educational consultants or counselors who are self-employed or employed by a company providing counseling,

admission, or financial aid services to students and/or their parents;
and

(c) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.

(d) Persons who were employed at a voting member institution or organization during the current year or immediately preceding membership year who are no longer employed by any member-eligible institution.

(b) Non-Voting Members.

1. Institutions, organizations, agencies and individuals who would otherwise be eligible for voting membership in the Association under this Section, but are not located or employed within the Southern Region, shall be eligible for Non-Voting membership in the Association.
2. Individuals who are not eligible for voting membership in SACAC, who are not employed by an institution, agency or organization eligible for voting membership but who provide postsecondary education counseling, admission or financial aid services, or whose primary activity consists of providing information or services relating to counseling, admission or financial aid services for postsecondary education shall be eligible for Non-Voting Membership in the Association.
3. Students seeking careers in counseling, admissions, or financial aid services.

3.2 Application and Approval. Application for membership in the Association shall be submitted in writing to the Board of Directors, through the Membership Chairperson of the Association, in the form prescribed by the Board of Directors and shall be accompanied by full payment of the annual dues and membership fees prescribed by these Bylaws for the class of membership sought by the applicant. Applications for membership in the Association shall evidence, in a form satisfactory to the Board of Directors, the qualifications for membership prescribed by Section 3.1 of these Bylaws. The Board of Directors may refuse to consider any such application which is not complete in every respect, including payment of the applicable dues and fees. The Membership Chairperson shall give written notice to each applicant of the Board's approval or rejection of such applicant for membership in the Association.

3.3 Principal Representatives. Each institutional voting member of the Association shall appoint and designate as its principal representative of the Association an officer or employee of such institution responsible for planning for postsecondary education, in the case of primary or secondary schools, or for counseling, admissions or financial aid services, in the case of postsecondary institutions, and who would otherwise be qualified for individual membership under Section 3.1 of these Bylaws.

3.4 Memberships Nontransferable. Membership in the Association shall not be transferable except within a member institution.

3.5 Termination of Membership. Membership in the Association, and all rights, privileges and entitlements incident thereto, may be terminated by resolution of the Board of Directors with respect to any member which or who:

- (a) fails to observe, abide by or comply with the principles, practices, standards and guidelines set forth or incorporated by reference in Section 2.4 of these Bylaws;
- (b) no longer possesses each and all of the qualifications for membership prescribed by Section 3.1 of these Bylaws; or
- (c) Fails to pay the applicable annual dues as of the first day of November of the year in which such dues are payable to the Association.

3.6 Membership Roster. The Membership Chairperson of the Association shall at all times maintain a current roster, accurately recording the name, address, and class of membership of each member, and the name of such institution's designated individual representative of the Association. A member shall be added to the roster, or shall be deemed included on the roster, as of the date on which such member is approved for membership by the Board of Directors. A member shall be deemed removed from the roster as of the date on which the Membership Chairperson mails to such member written notice of the resolution of the Board of Directors terminating the membership of such member.

3.7 Voting Rights.

- (a) Each Voting Member of the Association, qualified as such under Section 3.1(a) of these Bylaws and approved for such membership by the Board of Directors, shall have one vote in the election of Association officers, on proposed amendments to the Bylaws and Articles of Incorporation of the Association and on any other matter subject to the vote of the membership as provided for by these Bylaws or the Articles of Incorporation.

- (b) Voting Members shall not be entitled to vote by proxy.
- (c) Non-Voting Members and other classes of membership as may be established or recognized by the Association shall not have voting rights.

3.8 Dues.

- (a) Dues shall be payable to the Association by each of its members for each fiscal year of the Association, with the fee structure established at least one year in advance by the Board of Directories. SACAC will honor dues structures set by NACAC for joint SACAC/NACAC student membership.
- (b) Annual dues shall be due and payable on or before the first day of October of each year of the Association and shall be considered delinquent for a fiscal year if not paid by the first day of November of such year.
- (c) The Treasurer shall provide notice by mail to each member of the Association, whose dues have become delinquent, including notice that if payment of such dues is not received by the last day of October, the Association membership of such delinquent member may, without further notice, be terminated by the Board of Directors.

3.9 Special Assessments. As may be necessary to fund special projects or unanticipated expenses of the Association, the Board of Directors may propose the levy and collection of special assessments against the voting members of the Association, provided that no such proposal shall become effective until and unless approved by the affirmative vote of at least two-thirds of the members of the Association present and entitled to vote at any regular or special meeting of the Association, and provided further that the notice of such meeting shall specify the amount of the assessment, the dates on which it is due and delinquent, the effect of nonpayment, and the purpose or purposes to which such assessment shall be applied, as proposed by the Board of Directors.

Section 4

MEETINGS OF MEMBERS

4.1 Annual Meeting. The annual meeting of the members of the Association shall be held during each fiscal year of the Association, following the first day of January of such year and on or before the last day of June of such year, at such place, date and times as may be designated by the Board of Directors.

4.2 Other Meetings. A general meeting of the entire membership of the Association may be held at and in conjunction with the annual meeting of the National Association for College Admission Counseling, wherever and whenever held, at the call of the Board of Directors, without the necessity of notice as otherwise prescribed by Section 4.4 of these Bylaws

4.3 Special Meetings. Special meetings of the members of the Association may be called at any time upon the request of the President or of the Board of Directors or upon a written petition therefore filed with the Treasurer and subscribed by not less than one-fourth of the Principal Representatives of the Institutional Voting Members of the Association. The President, in consultation with the Board of Directors, shall designate the day, hour and place of any duly called special meeting of the membership. The purpose of each special meeting of the membership shall be stated in the request or petition therefore and specified in the notice of such meeting, and only such business as is specified in the notice of any special meeting may be transacted at such meeting.

4.4 Notice of Meetings. Not less than 30 days prior to each annual or special meeting of the membership, the Treasurer shall mail or deliver notice of the date, time and place of such meeting to each institution and individual listed on the Association's membership roster as of 60 days prior to such meeting. Such notice shall also specify:

- (a) the offices to be elected at such meeting, together with the nominations of the Governance and Nominating Committee for such offices and Association Awards to be presented;
- (b) any proposed amendment to the Articles of Incorporation of the Association or any amendment to the Bylaws proposed by the Board of Directors;
- (c) the purpose or purposes for which the meeting is called and the business to be transacted at such meeting, with respect to a special meeting of the membership;
- (d) any matters or information required to be included in a notice of meeting by the Articles of Incorporation, these Bylaws, or by law; and
- (e) any other matters or information deemed necessary or appropriate for inclusion in the notice by the President, the Treasurer or the Board of Directors.

4.5 Quorum. At any meeting of the members of the Association, the presence of 10 percent or more of the Voting Members of the Association shall constitute a quorum. Once a quorum has been established, the members present at a duly convened meeting of

the membership may continue to transact business until adjournment, notwithstanding the subsequent absence of a quorum by withdrawals of members.

4.6 Procedure. To the extent not inconsistent with other provisions of these Bylaws, or of the Articles of Incorporation, meetings of the members of the Association shall be conducted in accordance with the parliamentary rules and usages prescribed by the then-current edition of Robert's Rules of Order.

4.7 Action Without Meeting. Any action which may be taken at a meeting of the membership may be taken without a meeting if a written consent thereto, setting for the action so taken, shall be subscribed by all the members entitled to vote with respect to such action.

Section 5

OFFICERS

5.1 Designation. The officers of the Association shall be the President, President-Elect, Treasurer and Most Recent Active Past-President.

5.2 Qualifications for Office. To be eligible for nomination to an elective office of the Association, an individual must be a Voting Member of the Association and qualified for individual voting membership in the Association under Section 3.1(a) of these Bylaws.

5.3 Nomination. To stand for election to an office of the Association, a qualified, eligible individual must be nominated by the Governance and Nominating Committee, or by the membership, as hereinafter provided:

- (a) Nomination by the Governance and Nominating Committee. Not less than 30 days prior to the annual meeting of the membership of the Association, the Governance and Nominating Committee of the Association shall file with the Treasurer a list of its nominations for the offices to be filled at such meeting.
- (b) Nomination by Members. Five percent (5%) or more of the Voting Members of the Association may, not less than 40 days prior to the annual meeting of the membership, subscribe to and file with the Secretary/Treasurer a written list of their nominations for one or more of the offices to be filled at such meeting.

5.4 Election Procedure. Officers of the Association shall be elected by vote to be taken and recorded in any manner which the President deems appropriate under the cir-

cumstances, including vote by voice, by acclamation, by showing of hands or by ballot. A nominee for an office of the Association shall be declared elected upon receiving a majority of the votes cast upon the first ballot for any office. If no candidate receives a majority of the votes on the first ballot, the Voting Members shall thereupon vote on the two nominees receiving the greatest number of votes on the first vote. Each Voting Member of the Association may cast one vote for each office to be filled, without the right to cumulate votes. The Secretary/Treasurer must be voted on only by those who are NACAC voting members.

5.5 Election and Succession. The President-Elect shall be annually elected by the Voting Members of the Association at the annual meeting of the membership. The Treasurer shall be elected triennially by the Voting Members of the Association who are NACAC voting members in good standing. The President-Elect shall succeed to the office of the President at the conclusion of the annual meeting of the membership. The President, if he or she continues to be qualified to hold office under Section 5.2 of these Bylaws, shall succeed to the office of Most Recent Active Past President at the conclusion of the annual meeting of the membership; otherwise, the most recent past President of the Association who continues to be qualified to hold office in the Association shall then succeed to the office of Most Recent Active Past President.

5.6 Terms of Office. The President and the President-Elect shall serve from the date they take office until their successors take office at the annual meeting of the members of the Association next following their election and succession to office. The Most Recent Active Past President shall hold office for a like term unless any more recent past President is not qualified to succeed to such office, in which case the person holding such office, if qualified, shall continue in such office until the conclusion of the next annual meeting of the membership at which the retiring President continues to be qualified for office. The Treasurer shall hold office for terms of three years.

5.7 Vacancies. Any vacancy occurring in the office of the Treasurer shall be filled, for the unexpired term of such office, by majority vote of the Board of Directors. In the event that the President-Elect cannot complete his/her term, the President shall recommend a replacement to finish the unexpired term, subject to a majority vote of the Board of Directors. That person will then fill the subsequent offices of President and Past-President. The President-Elect shall succeed to the office of President in the event of a vacancy in that office and shall continue in office as President for the unexpired and next succeeding term.

5.8 Responsibilities and Authority.

(a) **The President.** The President shall:

1. serve as chairperson of, and preside at, all meetings of the members of the Association and of the Executive Committee, and the Board of Directors;
2. serve as ex officio member of all Association committees, save for the Governance and Nominating Committee;
3. in consultation with the Board of Directors, appoint the chairpersons and members of all standing committees of the Association and such other special or ad hoc committees as may be established by the President, the Executive Committee or the Board of Directors;
4. serve as delegate to the National Assembly of the National Association for College Admission Counseling;
5. report to the Chief Executive Officer of NACAC and immediately after their election or appointment, the names and terms of office of elected and appointed delegates and alternates to the National Assembly, as well as the name of the President-Elect of SACAC;
6. from time to time, report to the members of the Association and the Board of Directors all matters within his or her knowledge which the interest of the Association may require to be brought to their attention; and
7. perform all duties incident to such office and such other duties as may from time to time be prescribed by the Executive Committee.
8. facilitate the review of the Executive Assistant

(b) The President-Elect. The President-Elect shall:

1. preside at meetings of the members of the Association, the Executive Committee, and the Board of Directors in the absence of the President;
2. succeed to the office of President in the event of a vacancy in that office;
3. develop, supervise and be responsible for the program sessions at the annual meeting

4. serve as a delegate to the National Assembly of the National Association for College Admission Counseling; and
 5. perform such other duties as may from time to time be prescribed by the President.
- (c) **The Treasurer.** The Treasurer shall be the principal financial officer of the Association and shall:
1. exercise control, supervision and responsibility over the funds, receipts and disbursements of the Association;
 2. cause the funds, assets and other valuable effects of the Association to be deposited in the name and to the credit of the Association in such banks or trust companies or with such bankers or other depositories as may be selected or approved by the Board of Directors;
 3. cause the funds of the Association to be disbursed or discharged by checks or drafts upon the authorized depositories of the Association, taking and preserving proper vouchers for all funds so disbursed or discharged;
 4. render to the Executive Committee, Board of Directors, or the President, upon their request and in such detail as they may prescribe, and to the members of the Association at meetings thereof, statements and reports of the financial condition of the Association and of all of the transactions and activities of the Secretary/Treasurer;
 5. cause to be kept and maintained correct books of account of all business and transactions of the Association;
 6. give notice to members of delinquency in payment of dues, as provided for by Section 3.8(c);
 7. publicize the date, time and place for every meeting of the Association as specified in Sections 4.3-4 and 7.3(b) of these Bylaws;
 8. receive and publicize any amendments to the Articles of Incorporation and Bylaws as stated in Section 10.1(b) and 10.2(b) of these Bylaws;

9. serve as a delegate to the National Assembly of the National Association for College Admission Counseling; and
10. in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be prescribed by the President.
11. when possible, serve as Treasurer-Elect for one year prior to becoming the Treasurer for a three-year term. The Treasurer-Elect is elected by the Voting Members of the Association who are NACAC voting members in good standing. The Treasurer-Elect does not sit on the Board of Directors or serve as a delegate until assuming the responsibilities of Treasurer. The Treasurer-Elect position will be present only during the last year of a current Treasurer's term and will otherwise be vacant.

(d) The Most Recent Active Past-President. The Most Recent Active Past-President shall:

1. serve as Chair Elect of the Governance and Nominating Committee for one year and then serve as Chair the following year;
2. serve as Chief Delegate to the National Assembly of NACAC and, as such, chair all meetings of caucuses of the Association's delegation to the National Assembly, and represent the delegation at and in connection with the convention of the National Assembly of NACAC; and
3. perform such other duties from time to time as may be prescribed by the President.

Section 6

DELEGATES TO THE NATIONAL ASSEMBLY OF THE NATIONAL ASSOCIATION FOR COLLEGE ADMISSION COUNSELING

6.1 Number. The Association shall elect delegates to the National Assembly of NACAC in the number to which it is entitled under Article IX 6 of the Bylaws of NACAC.

6.2 Qualifications for Election. To be eligible for nomination and election as a Delegate of the Association to the National Assembly of NACAC, an individual must possess the qualifications for nomination and election to office in the Association and be the principal representative of a Voting Member of NACAC or an individual Voting Member of NACAC; provided, however, that not more than one individual employed by any one organization, agency or institution from the Association may serve as Delegate to any National Assembly of NACAC. In order to sit as a Delegate at the National Assembly, an individual must be a member in good standing of NACAC by July 15 immediately preceding the next Annual Assembly and through his/her term of service as a delegate.

6.3 Nomination; Election Procedure. To stand for election as a Delegate of the Association to the National Assembly of NACAC, a qualified eligible individual must be nominated in the same manner as is prescribed with respect to the nomination of Association officers by Section 5.3 of these Bylaws. Delegates shall be elected in accordance with the procedures prescribed for election of Association officers by Section 5.4 of these Bylaws; provided, however, that only institutional or individual Voting Members of NACAC shall be entitled to vote in the election of the Association's Delegates.

6.4 Election. Delegates to the National Assembly shall be elected annually by the Voting Members of the Association who are NACAC voting members in good standing at the annual meeting of the membership in numbers sufficient to fill the office of Delegates whose terms are expiring during such year and to elect any additional Delegates which the Association is entitled to elect by virtue of an increase in its membership of voting members of NACAC. One-half of the total number of the Association's Delegates to the National Assembly, or such number as most closely approximates one-half, shall be qualified persons employed by postsecondary institutions; the remainder shall be qualified persons employed by other Voting Members of the Association.

6.5 Alternates. The President shall appoint Alternate Delegates, possessing the qualifications requisite to election as a Delegate, who shall serve as delegates to the National Assembly of NACAC in the absence of or disability of any of the elected Delegates. The number of alternate delegates should not exceed a number equal to one-third of the elected delegates. To the extent possible, the President should appoint Alternate Delegates whose service will broaden participation on the Board.

6.6 Terms of Office. Each Delegate elected by the Association shall serve from the date of election until such delegate's successor is elected at the third annual meeting succeeding his or her election. Should more than 44 percent of the Board rotate off or otherwise leave the Board in a given year, the Governance and Nominating Committee should specify two or four-year terms for enough new Board members to keep the percentage of members scheduled to rotate off in a single year at no more than 44 percent. Delegates shall be eligible for election to not more than two consecutive terms.

6.7 Continuing Qualification. Any Delegate who, while holding office as such, ceases to possess all of the qualifications for election to such office as prescribed by Section 6.2 of these Bylaws, shall cease to hold such office on the sixtieth day following the date on which he or she ceased to possess such qualifications.

6.8 Designated Delegates. Concurrently with their terms of office, the President, Past-President, the President-Elect, the Treasurer, the Admission Practices Chair and Government Relations Chair of the Association will serve as delegates to the National Assembly of the National Association for College Admission Counseling. The “designated” Chairs must have been elected as delegates by voting members of NACAC. If SACAC’s voting membership in NACAC decreases and a delegate is lost, then the Government Relations Chair will serve as an alternate rather than having an elected delegate step down.

6.9 Vacancies. Any vacancy occurring in an office of Delegate, by virtue of death, resignation, termination of membership, disqualification under Section 6.6 hereof, removal or otherwise, shall be filled, until the next succeeding annual meeting of the membership of the Association, by the Alternate Delegate for such Delegate. The Delegate elected to such vacated office at the next annual meeting of the membership of the Association shall serve for a new term of three years.

Section 7

THE BOARD OF DIRECTORS

7.1 Composition. The Board of Directors of the Association shall be comprised of the President, the President-Elect, Treasurer, Most Recent Active Past President, Delegates to the National Assembly of NACAC and Chairpersons of the Standing Committees of the Association. The Executive Committee shall be comprised of the President, Past President, President-Elect, Treasurer, Professional Development Chair, Conference Planning Chair, and Membership Chair.

7.2 Powers, Duties and Responsibilities. Between meetings of the members of the Association, the powers and governance of the Association shall be vested in the exercise through the Board of Directors. It shall be the duty and responsibility of the Board of Directors to exercise and effect general management, control and superintendence over all business and affairs of the Association and to perform all duties incident to such duties and responsibilities as required by law, the Articles of Incorporation or these Bylaws.

7.3 Meetings.

- (a) **Call for Meeting.** A meeting of the Board of Directors may be called at any time by the President, or upon the concurrence of any five members of

the Executive Committee, provided that the funds of the Association are sufficient to satisfy the expenses of such meeting. The President shall designate the date, hour and place of any duly called meeting of the Board of Directors.

- (b) Notice of Meeting. Not less than 10 days prior to a duly called meeting of the Board of Directors, the Treasurer shall give notice thereof to each member of the Board. Such notice shall include the day, hour and place of the meeting and an agenda specifying all matters to be considered, business to be transacted and actions proposed to be taken at such meeting. Provided that all members are present or provide written consent, a meeting may be held without the notice required herein and the members of the Board of Directors may consider matters, transact business and take action not specified in the agenda.
- (c) Quorum. Nine members of the Board of Directors shall constitute a quorum for the transaction of all business, unless a greater number is required by these Bylaws to effect certain actions.

7.4 Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

7.5 Vacancies/Removal from Office. Any Board member or Board member-elect may be removed at any time, with or without cause, upon the concurring vote of two-thirds of the voting membership of the Association or upon affirmative vote of all members of the Board of Directors, exclusive of the Board member to be removed. Should a Board member miss three meetings of the Board of Directors during his/her current term of office, the Board member will automatically be removed from the Board, but may be reinstated upon request with the approval of two-thirds of the remaining Board of Directors.

Section 8

COMMITTEES

8.1 General Provisions.

- (a) Chairpersons. Save for the chairperson of the Governance and Nominating Committee, the chairperson of each standing or special committee of the Association shall be appointed by the President with the advice and consent of the Board of Directors. To be eligible for appointment and service as a chairperson, an individual must be qualified to hold office in the Association. The Most Recent Active Past President shall serve as Chair Elect of the Governance and Nominating Committee for one year and then serve as Chair the following year. The members of the Governance and Nominating Committee will be appointed by the Chair of said committee with the advice and consent of the President. Vacancies occurring in any committee chair for any cause shall be filled by the President for the unexpired term thereof.
- (b) Committee Members. With the advice and consent of the President of the Association, members of the standing committees of the Association shall be selected and appointed by the chairpersons of such committees from among individuals qualified to hold office in the Association. The President shall serve ex officio as a member of all committees of the Association, save for the Governance and Nominating Committee.
- (c) Minutes and Records. Each committee of the Association shall keep complete and accurate minutes and records of its meetings, proceedings, actions and recommendations and transmit copies of the same to the Treasurer of the Association.

8.2 Standing Committees; Designation. The standing committees of the Association shall be

- (a) the Admission Practices Committee
- (b) the Finance Committee
- (c) the Inclusion, Access, and Success Committee
- (d) the Government Relations Committee
- (e) the Member Relations Committee
- (f) the National College Fair Committee
- (g) the Governance and Nominating Committee
- (h) the Professional Development Committee
- (i) the Conference Planning Committee
- (j) the State and Area Initiatives Committee, and
- (k) the Communications Committee.

Any name changes to the committees of NACAC shall automatically apply to the corresponding committees of SACAC.

8.3 Terms of Chairpersons. The Most Recent Active Past-President shall serve as Chair Elect of the Governance and Nominating Committee concurrently with his or her terms of office as Most Recent Active Past President. The Past President will become Chair of the Governance and Nominating Committee the following year, acting as Chair Elect one year and Chair the following. Chairpersons of all standing other committees of the Association shall serve for a term of three years, from their appointment until their successors are appointed by the third President succeeding to such office following their appointment.

8.4 Admission Practices Committee. The Admission Practices Committee shall be responsible for monitoring the admissions practices of institutional members of the Association and their compliance with the Statement of Principles of Good Practice promulgated by NACAC. The committee shall also be responsible for educating the membership concerning the Statement of Principles of Good Practice.

8.5 Finance Committee. The Finance Committee shall be concerned with and oversee all financial matters of the Association. The committee shall be responsible for arranging a yearly audit or review of the financial books, securing insurance, liability, officers, bonding of treasurer and president, and preparing the yearly budget to be approved by the Board, soliciting funds from businesses, industries, colleges and schools for workshop and seminar participants, awarding scholarships to workshop and seminar participants and establishing an Ad Hoc Committee for the purpose of writing grants.

8.6 Inclusion, Access and Success Committee. The Inclusion, Access and Success Committee shall be responsible for promoting human relations and human rights issues within the Association and the Southern Region.

8.7 Government Relations Committee. The Government Relations Committee shall be responsible for monitoring federal and state legislation and legislative initiatives pertinent to college admissions and primary and secondary school counseling.

8.8 Member Relations Committee. The Member Relations Committee shall be responsible for soliciting and promoting membership in the Association, for receiving and processing applications for membership and making recommendations thereon to the Board of Directors, and for making recommendations to the Executive Committee, the Board of Directors, and members of the Association with respect to the classes, rights, preferences and dues of members.

8.9 National College Fair Committee. The National College Fair Committee shall be responsible for oversight and coordination of the NACAC College Fairs in the Southern Region.

8.10 Governance and Nominating Committee. The Governance and Nominating Committee shall have the duty and authority to nominate one or more qualified individuals for each elective office of the Association and each office of Delegate to the National Assembly of NACAC to be filled at each annual meeting of the membership of the Association, in accordance with the nomination procedures prescribed by these Bylaws. Neither the chairperson nor any member of the Governance and Nominating Committee shall be eligible for nomination to any office of the Association, or as delegate to the National Assembly of NACAC, during their service on the Governance and Nominating Committee. In addition, the Governance and Nominating Committee will also select persons to receive named awards of the Association. The Governance and Nominating Committee will conduct an annual review of the Bylaws and Articles of Incorporation of the Association.

8.11 Professional Development Committee. The Professional Development Committee shall be responsible for promoting professional growth activities, including seminars and workshops, which will assist in the development of college admission counseling at secondary and postsecondary schools and institutions.

8.12 Communications Committee. The Communications Committee shall be responsible for compiling and periodically publishing an Association newsletter. The chairperson of the Communications Committee shall serve as Editor of the newsletter. The Communications Committee will be responsible for overseeing any social media for the Association.

8.13 Conference Planning Committee. The Conference Planning Committee shall be responsible for all aspects of planning the annual conference and will coordinate the planning with the President-Elect, who will oversee the session planning.

8.14 State and Area Initiatives Committee. The State and Area Initiatives Committee will promote the development of organizations in each of the Associations nine states and the Caribbean as a way to extend SACAC programs to all professionals who guide students to college.

8.15 Other Duties. In addition to those prescribed in these Bylaws, the standing committees of the Association shall have and exercise such other duties, responsibilities and authority as may be prescribed by the Board of Directors

8.16 Other Committees. As they deem necessary or appropriate to effectuate the business and affairs of the Association, the President or the Board of Directors may establish and constitute other special or ad hoc committees and provide for the chairs, members, terms, duties, responsibilities and powers of such committees.

INDEMNIFICATION

9.1 Indemnification of Incorporation and Officers. The Association shall indemnify and hold harmless each of its incorporators, officers, delegates and agents to the extent and as provided by Article IX of its Articles of Incorporation.

9.2 Indemnification of Committee Members. The Association shall indemnify and hold harmless each of its committee members and chairpersons, whether or not such committee member or chairperson is an officer or delegate, as if, and to the same extent that, such committee member or chairperson were an elected officer of the Association.

Section 10

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

10.1 Amendment of Articles of Incorporation.

- (a) **Vote Required.** The Association's Articles of Incorporation may be amended upon the concurring vote of two-thirds of the Voting Members of the Association present and entitled to vote at any duly convened annual or special meeting of the membership, provided that the notice of such meeting specifies the action proposed to be taken with respect to the Articles of Incorporation.
- (b) **Proposals for Amendment of Articles of Incorporation.** A proposed amendment of the Articles of Incorporation of the Association shall be included in the notice of and agenda for a meeting of the members of the Association at the direction of the Board of Directors or upon a written petition for such amendment, subscribed by ten percent (10%) or more of the Voting Members of the Association, provided that the proposed amendment is delivered in writing to the Treasurer of the Association not less than 14 days prior to the date of the meeting of the Association at which the amendment is to be considered.

2. Amendment of Bylaws.

- (a) **Vote Required.** The Bylaws of the Association may be amended upon the concurring vote of a majority of the Voting Members of the Association

present and entitled to vote at any duly convened meeting of the membership.

- (b) Proposals for Amendment of Bylaws. A proposal for amendment of the Bylaws of the Association may be made by any Voting Member of the Association, provided that any such proposed amendment is delivered, in writing, to the Treasurer of the Association at least 14 days prior to the meeting of the membership at which such proposed amendment may be considered and acted upon.

10.3 Revision of Code of Practices. Any amendment, revision or modification of the principles, practices, standards and guidelines set forth by the National Association for College Admission Counseling, as enumerated in Section 2.4 of these Bylaws, shall be automatically approved.