

## **Network for Change and Continuous Innovation**

### **-Bylaws-**

Approved by Executive Council, July 16, 2004  
Amended by Executive Council, July 6, 2006  
Amended by Executive Council, August 8, 2006  
Amended by Executive Council, July 26, 2007  
Amended by Membership, December 15, 2011  
Amended by Board, September 24, 2012  
Amended by Board, October 20, 2016

#### **Article I – Name and Purpose**

1. Name. The name of the Association is the Network for Change and Continuous Innovation (NCCI), a nonprofit corporation incorporated in the District of Columbia.
2. Location. The principal office of NCCI shall be within or without the District of Columbia as determined by the Board of Directors (“Board”). NCCI may also have other offices at such other places as the Board may determine or the business of the Association may require.
3. The purposes of NCCI are as stated in the Articles of Incorporation.

#### **Article II - Members**

1. Membership Qualifications. Membership in NCCI is available to all institutions of higher education as well as other nonprofit organizations that work in support of higher education. Acceptance of an application for membership shall be as determined by the Board in accordance with policy. The Board may consider applications for Individual/Affiliate membership at a reduced rate as defined in Policy.
2. Membership. Members must pay annual dues.
3. Voting. Each member institution shall have the right to one vote. Votes may be cast by the institutional representative of record in person or by proxy. Votes cast by one-third of the member institutions constitute a quorum. A majority of votes cast carries any action, except where provided otherwise by law or these Bylaws.
4. Action Without Meeting. Any action that is required to be taken, or that may be taken, at a meeting of the members may be taken by electronic mail, or any other means of electronic or telephone transmission, in person or by conference call or through widely available technology.

#### **Article III - Dues**

1. Dues. Annual dues are as established by the Board.
2. Expulsion. Any member of NCCI may be expelled for adequate reason by a two-thirds vote of the Board. Failure to pay dues or to meet the criteria for membership is presumed adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice

including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

3. Refunds. No dues will be refunded.

#### **Article IV – Board of Directors**

1. Authority. The governing body of NCCI is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the Association.
2. Composition of the Board of Directors. The Board will consist of no less than ten and no more than 27 persons elected by and from the member institutions. The Board strives for diversity and inclusion in the composition of the Board as outlined in policy.
3. Qualifications. To be eligible to run for the board a candidate must be an NCCI member in good standing.
4. Election and Term of Office. At each annual meeting of the Association, the membership shall elect individuals to serve as members of the Board of Directors. The Board shall develop procedures to implement the nomination and election provisions of these Bylaws.
5. Term. Board members shall serve terms of three years. A Board member may be reelected to no more than two consecutive terms and then must wait one year before being eligible to run for the Board.
6. Vacancies. If a vacancy occurs on the Board for any reason, the position may be filled at the discretion of the Board. The Board may elect an individual to complete the unexpired term.
7. Meetings. Regular meetings of the Board shall be held at such time and place as the Board decides and notice is not required. Provided that no less than forty-eight hours written notice is provided to all Board members, special meetings of the Board shall be held when called by the President or by any two Board members.
8. Voting. Board members shall have the right to vote in person or by conference call or through widely available technology. One-third of the Board members constitute a quorum. A majority of votes cast carries any action, except where provided otherwise by law or these Bylaws.
9. Removal. A Board member may be removed for cause by a two-thirds vote of the Board, at a meeting at which a quorum is present, with the officer being considered for removal not participating in the vote, provided that the officer is given advance written notice including the reason for the proposed removal, opportunity to contest the proposed removal, and final written notice of the Board's decision.
10. Compensation. Board members do not receive compensation for their services, but may be reimbursed for expenses as determined by the Board.
11. Meeting by Communications Equipment. Members of the Board may participate in a meeting of the Board, Executive Committee, or other Board committee by means of conference telephone or similar communications equipment or widely available technology through which all persons

participating in the meeting can hear each other. Participation in a meeting under this Section shall constitute presence in person at a meeting for all purposes.

12. Committees. The Executive Committee consists of the elected officers of the Association. The Executive Committee may act in place of the Board. The action so taken will be subject to subsequent approval by the Board at its next meeting,
13. The Board may establish and appoint other committees as it deems necessary. At least one member of the Board shall serve as a member of each committee.

#### **Article V - Officers**

1. Officers. The officers of the Association are a President, Vice President (President Elect/Vice President), Treasurer, Secretary and Immediate Past President (when filled).
2. Qualifications. Officers must be individuals from member institutions and have been elected to the Board. The Treasurer and Secretary may serve consecutive terms in elected office. Terms for the President, President-Elect, and Immediate Past President are defined elsewhere in the Bylaws. Additional Information regarding qualifications and terms of office shall be contained in policy.
3. Election and Term of Office. Officers are elected by the Board at its meeting held in conjunction with the annual membership meeting. The President, Treasurer, and Secretary each serve two-year terms. The Board elects a President-Elect/ two years before serving as President. At the end of this term, the President-Elect automatically ascends to the office of President for a two-year term. A President will serve as Immediate Past President for one year immediately following his/her term as President.
4. Duties. The officers perform those duties that are usual to their position and that are assigned to them by the Board. In addition, the President acts as President of the Board, the President-Elect acts in place of the President when the President is not available and shall assist the President in the administration of NCCI, and shall perform such duties as are delegated and assigned by the President. The Secretary or his/her designee shall supervise the recording and publishing of the minutes of meetings, shall approve and direct the dispatch of required and proper notices, and shall be the Officer in charge of NCCI's official files and records. The Treasurer is the financial officer of the Association. The Treasurer shall oversee NCCI's funds and records; the collection of members' dues and/or assessments; the establishment of proper accounting procedures for the handling of NCCI's funds; and, further, shall report on the financial condition of NCCI at meetings of the Board of Directors and at other times as called upon by the President.
5. Vacancies. If a vacancy occurs among the officers for any reason, the position may be filled for the unexpired portion of the term by the Board. In the event there is a vacancy in the office of President, the President-Elect shall automatically move up to the office of President. The Board shall call a special election to fill the unexpired term of the President-elect. At the end of

that term, the President-Elect shall automatically ascend to the office of President.

6. Removal. An officer may be removed for cause by a two-thirds vote of the Board, at a meeting at which a quorum is present, with the officer being considered for removal not participating in the vote, provided that the officer is given advance written notice including the reason for the proposed removal, opportunity to contest the proposed removal, and final written notice of the Board's decision.
7. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

#### **Article VI - Meetings**

1. Annual Membership Meeting. NCCI holds an annual meeting of the membership at the place and on the date that the Board determines.
2. Special Meetings. Special meetings of NCCI membership may be called by the Board.
3. Notice. The Board must give NCCI members not less than ten nor more than 90 days notice in advance of all meetings. The notice must include a description of the business to be discussed.

#### **Article VII - Miscellaneous**

1. General Counsel. General Counsel is determined by the Board.
2. Auditors. An auditing firm shall be recommended when required by the Association's staff, in consultation with the Treasurer, and selected by the Executive Team.
3. Association Management Services. The provider of association management services shall be determined by the Board.
4. Rules. The Board may establish rules that are consistent with the Articles of Incorporation and these Bylaws for the policies, procedures, and programs of NCCI.
5. Amendment. The Board shall have the power to amend these Bylaws by the affirmative vote of a majority of Board members then in office provided that notice of the proposal to amend the Bylaws is provided to the Board with at least ten days notice.
6. Indemnification. Board members, officers, and other authorized employees, volunteers, or agents of the Association shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.
7. Fiscal Year. The fiscal year for NCCI is September 1 to August 31.