

Iowa Association for College Admission Counseling Bylaws

ARTICLE ONE

Purpose

The Iowa Association for College Admission Counseling (Iowa ACAC) is organized under the laws of the State of Iowa for the following purposes:

1. To establish and maintain high professional standards in postsecondary admissions guidance at secondary schools, two- and four-year colleges, universities, other postsecondary educational institutions, and related educational organizations and agencies.
2. To develop and expand relationships between secondary schools, two- and four-year colleges, universities, other postsecondary educational institutions, and related educational organizations and agencies.
3. To assist in the development of effective counseling and guidance programs to aid students in selecting suitable two- or four-year colleges, universities, or other postsecondary educational institutions.
4. To develop professional competence and meet the professional needs of individuals involved in admission procedures.
5. To serve students, parents, secondary schools, postsecondary educational institutions, and related educational organizations and agencies by considering the whole range of influences on a student's transition from secondary school to further education without regard to race, creed, gender, political affiliation, national origin, religion, or disability.
6. To adhere to and support the purposes, goals and objectives of the National Association for College Admission Counseling.

ARTICLE TWO

Names and Offices

1. The name of this organization is the Iowa Association for College Admission Counseling (hereinafter referred to as "Iowa ACAC" or the "Corporation").
2. The principal office of the Corporation shall be located at 805 E. 13th St. N., Newton, IA 50208. The Corporation may have such other offices, either within or outside the State of Iowa, as the Executive Board may determine from time to time.

ARTICLE THREE

Voting Members

1. Voting members shall include the following:
 - a) Education Institutions:
 - 1) Not-for-profit two- and four-year colleges, universities and other postsecondary institutions accredited in accordance with policies and procedures approved by the Executive Board.

- 2) College and university systems.
 - 3) Public and private primary and secondary school districts.
 - 4) Individual public and private primary and secondary schools.
- b) Organizations:
- 1) 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.
 - 2) Not-for-profit organizations whose primary activities consist of working at 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 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 or member-eligible institution.
 - 3) Independent educational consultants or counselors who are employed or employed by a company providing counseling, admission, or financial aid services to students and/or their parents.
 - 4) Individuals who work in a school system or university system office.
 - 5) Individuals who work for member eligible institutions or CBOs that have not joined NACAC.
 - 6) Retired persons who were actively engaged in providing counseling, admission or financial aid services.
2. Voting membership eligibility is limited to institutions or organizations located in Iowa or to an individual voting member who performs the majority of his/her professional duties in Iowa. Retired members are the exception to this requirement.
3. Members shall support the purposes of Iowa ACAC to ensure high professional standards in the recruitment of students and the transition to postsecondary education.
4. **Voting Members' Authority.** The authority of the Voting Members shall include the following:
- a) Elect members of the Executive Board as follows:
 - 1) Annually, at the spring meeting, the Executive Board will select a slate of candidates for the positions of President-Elect and Treasurer-Elect or whichever among these positions is to be elected in a given year.
 - 2) The nominating committee shall select a slate of candidates for Executive Board positions that reflect a balance of the overall membership of Iowa ACAC.

- b) In the event of a vacancy of office, a special election may be held at the next regularly scheduled meeting or the President may call a special election by electronic mail ballot. In the event that an insufficient number of ballots are returned to achieve a quorum, the Board shall appoint a qualified individual to fill the position until the next annual meeting.
 - c) Approve or disapprove any policies as may be put forth for consideration by the Executive Board.
 - d) The Voting Members shall meet at least once per year with the time and location to be determined by the Executive Board.
5. **Quorum.** A quorum shall comprise a simple majority of all Voting Members present. A quorum is necessary for the transaction of business at any meeting of the Voting Members.

ARTICLE FOUR

Executive Board

1. **Executive Board.** The business of this Corporation shall be conducted by the Executive Board as expressly stated in this Article. In an act not defined by this Article, the Executive Board is authorized to as in its duties as long as the President's Council shall document and ratify such actions thereafter.
2. **Composition.** The Executive Board of the Association is composed of the President, President-Elect, Most Recent Active Past-President, Treasurer, Treasurer-Elect, and chairpersons of the standing committees as defined in Article Five Number 2 below.
3. **Terms of Officers.** The term of office for the President-Elect and Treasurer is three years. Treasurer-Elect is elected at the annual meeting preceding the seated Treasurer's third year in office. However, when required, the nominating committee will present a slate of candidates prepared to serve terms of variable length so as to ensure continuity of leadership in the succeeding years. A board member shall have sixty (60) days following a change in employment to become an Iowa ACAC voting member or the principal representative of another Iowa ACAC voting institution or organization member within Iowa ACAC without forfeiting their board status.
4. **Vacancies.** Any vacancy occurring in the Executive Board shall be filled as set forth in Article Three, 4(b). An Executive Board member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.
5. **Duties of Officers.** The officers of Iowa ACAC shall be a President, President-Elect, Most Recent Active Past-President, Treasurer, and Treasurer-Elect. They shall be representative of full voting member institutions.
 - a) **President**
 - 1) Prepares an agenda and calls the general meeting.
 - 2) Presides at the general meetings and at meetings of the Executive Board.
 - 3) Appoints members to Standing Committees and forms ad hoc committees as seems advisable.
 - 4) Serves on the Finance Committee.

b) **President-Elect**

- 1) Presides at any meeting of the Association or Executive Board in the absence of the President.
- 2) Succeeds the President if the President is unable to complete the term of office.
- 3) Assumes such other responsibilities as directed by the President.
- 4) Serves as ex-officio member of all committees.
- 5) Serves on the Finance Committee.

c) **Most Recent Active Past-President**

- 1) Serves as chairperson of the Nominations and Awards Committee.
- 2) Serves as chairperson for the Association's annual awards programs.
- 3) Serves on the Finance Committee.
- 5) Assumes such other responsibilities as directed by the President.

d) **Treasurer**

- 1) Files state and federal tax documents.
- 2) Serves as chairperson for the Finance Committee.
- 3) Responsible for the payment of bills.
- 4) Responsible for handling and updating insurance needs.
- 5) Responsible for the proper management of Association funds.

e) **Treasurer-Elect**

- 1) Succeeds the Treasurer if the Treasurer is unable to complete the term of office.
- 2) Assumes other responsibilities as directed by the Treasurer.
- 3) Serves on the Finance Committee.

6. **Powers.** Except for those powers reserved to the Voting Members, Iowa ACAC shall be governed by the Executive Board. The powers of the Executive Board include, but are not limited to:

- a) Oversee the administration of the Association.
- b) Exercise financial stewardship over the Association.
- c) Determine the annual budget and establish annual membership dues.
- d) Establish the fiscal year of the Association.

- e) Establish and enforce policies and procedures of the Association.
 - f) Amend these Bylaws by a two-thirds (2/3) 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 presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Executive Board.
 - g) The Executive Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.
 - h) Aiding the President in performance of his or her duties.
 - i) The act of a majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by law or by Bylaws.
 - j) Perform other duties as defined in these Bylaws.
7. **Regular Meetings.** Meetings of the Executive Board shall be held at least five (5) times per year at a time and place designated by the President, with the approval of Executive Board.
8. **Special Meetings.** Special meetings of the Executive Board may be called by, or at the request of, the President or any two (2) Executive Board members, and shall be held at the principal office of the Corporation or at such other place as the Executive Board may determine.
9. **Notice.**
- a) Notice of any regular meeting of the Executive Board shall be given at least four (4) weeks previously by written notice delivered by electronic mail to each Executive Board member at his or her electronic mail address as shown by the records of the Corporation. Such notice will be deemed to have been delivered at the time of transmission. Any Executive Board member may waive notice of any meeting. The attendance of an Executive Board member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by Bylaws.
 - b) Notice of any special meeting of the Executive Board shall be given at least fourteen (14) days previously via electronic mail and the Events Calendar on the Iowa ACAC Web site. Notice will be deemed to have been delivered at the time of transmission. Any Executive Board member may waive notice of any meeting. The attendance of an Executive Board member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by the Bylaws.
10. **Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board; but if less than a majority of the Executive Board members is present at any meeting, a majority of the Executive Board members present may adjourn the meeting without further notice.

11. **Compensation.** Executive Board members shall not receive any stated salaries for their services, but, by resolution of the Executive Board, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing contained in this document shall be construed to preclude any Executive Board member from serving the Corporation in any other capacity and receiving compensation for it.

ARTICLE FIVE

Committees

1. Committees of the Executive Board

The Executive Board, by resolution adopted by a majority of the Executive Board members in office, may designate one or more committees, which (to the extent provided in such resolution) shall have and exercise the authority of the Executive Board in the management of the Corporation. The designation of such committees and the delegation of authority shall not operate or relieve the Executive Board, or any individual Executive Board member, of any responsibility imposed on it or him or her by the law. Chairs of the standing committees are appointed by the President.

2. Standing Committees

- a) College Day/College Night Programs
- b) Conference Planning
- c) Government Relations
- d) Inclusion, Access and Success
- e) Membership
- f) Nominations and Awards
- g) Past Presidents' Council
- h) Professional Development and Practices
- i) Publications and Marketing
- j) Transfer Committee

3. **Other Committees.** Other committees not having and exercising the authority of the Executive Board in the management of the Corporation may be formed by a resolution adopted by a majority of the Executive Board members present at a meeting at which a quorum is present. The President of the Executive Board shall appoint the committee members. Any member of each such committee may be removed by the President of the Board whenever, in his or her judgment, the best interests of the Corporation shall be served by such removal.
4. **Finance Committee.** The Finance Committee will consist of the President, President-Elect, Most Recent Active Past President, Treasurer, Treasurer-Elect, and an at-large member of the Executive Board elected by the Executive Board following the annual meeting. The Finance Committee shall recommend financial policies that promote the general welfare, generate revenue, and provide protection for the Corporation.

ARTICLE SIX

Officers and Other Executives

1. **Officers.** Officers of the Corporation shall be the President, Active Past-President, the President-Elect and the Treasurer.
2. **Presidential Succession.** The President-Elect shall serve three one-year terms: one year as President-Elect, one year as President, and one year as Most Recent Active Past-President.
3. **Treasurer Succession.** The Treasurer shall serve for three years: one year as Treasurer-elect, and two years as Treasurer.

ARTICLE SEVEN

Contracts, Checks, Deposits, Gifts, and Proxies

1. **Contracts.** The Executive Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or may be confined to specific instances. All contracts shall be signed by such two officers or agents of the Corporation and in such manner as shall be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, any instrument shall be signed by the President and Treasurer.
2. **Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such two officers or agent or agents of the Corporation and in such manner as shall be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, any instruments shall be signed by the Treasurer.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Board may select.
4. **Proxies.** Proxies shall be permitted at all meetings. The appointment of a proxy shall be filed in writing, at or before the meeting, with the Treasurer of the Corporation or the person who has been designated to act as Treasurer of the meeting.
5. **Indemnification.** The Corporation shall indemnify any persons who are serving or have served as officers, directors, employees, agents, or other persons who are or have served at the Corporation's request to the fullest extent permitted by applicable law for their good faith actions that further the best interests of the Corporation. The Corporation may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.

ARTICLE EIGHT

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Voting Members, Executive Board, and Committees having and exercising any of the authority of the Executive Board and shall keep at the principal office a record giving the names and addresses of the Voting Members entitled to vote. All books and records of the

Corporation may be inspected by any Members, or its agent or attorney, for any proper purpose at any reasonable time.

ARTICLE NINE

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and end on December 31.

ARTICLE TEN

Waiver of Notice

Whenever any notice is required to be given under the provisions of Iowa Code chapter 504, the Revised Iowa Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or by Bylaws of the Corporation, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN

Amendment of By-laws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds majority of the Voting Members present at any regular meeting or at any special meeting or by electronic vote, if at least fourteen (14) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting, so long as such action is not inconsistent with law or the Articles of Incorporation.

ARTICLE TWELVE

Political Activities

The Corporation shall not participate in or intervene in any political campaign of behalf of any candidate for public office, including the publishing or distribution of statements regarding such campaigns.

*Approved May 22, 2023
Iowa ACAC Spring Conference
Membership Meeting*