

**Articles of Incorporation
of the Rocky Mountain Association for College Admission Counseling**

As amended April 2005; effective July 1, 2005.

- I. The name of the organization is “Rocky Mountain Association for College Admission Counseling (RMACAC)” and includes the states of Arizona, Colorado, New Mexico, Utah, and Wyoming.
- II. The period of the duration of the organization is perpetual.
- III. The purposes for which the corporation is organized are exclusively educational and charitable and no other. The Rocky Mountain Association for College Admission Counseling (RMACAC), founded in _____, is a chartered affiliate of the National Association for College Admission Counseling (NACAC) and is an organization of professionals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. RMACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

The purpose or mission of the association is to support and advance the work of counselors as they help students realize their full educational potential with particular emphasis on the transition from secondary schools to colleges and universities and with attention to access and equity for all students.

In accordance with this mission, RMACAC works to advance the status of the association and its members in order to gain wider recognition of RMACAC’s professional positions on behalf of all students and of practitioners who counsel students about their transition from school to college.

To accomplish this mission, RMACAC, in parallel with the National Association for College Admission Counseling (NACAC):

- advocates for the rights of students in the college admission process;
- develops, promotes and monitors the standards of professional behavior as set forth in the NACAC Statement of Principles of Good Practice;
- encourages the increased participation of underrepresented and underserved populations in postsecondary education and in the profession;
- furthers the professional development of all school and college admission counselors;
- provides resources and services to aid counselors in their work;
- represents the interests of the profession to students and their families, to allied professionals, to the media, to the government, and to the general public; and

- collaborates with NACAC in achieving the goals of this mission statement.

IV. The classes into which members are divided, the designation of each class, and a statement of the preferences, voting rights, if any, limitations, and relative rights in respect of the members of each class are as follows:

There shall be two classes of membership in the corporation—voting membership and associate membership. Each voting member shall have one vote on every matter that shall require action by the full membership. Associate members shall not have voting power. Additional classes of members may be established by the Bylaws. The qualifications and the manner of selection of the members of each class shall be as provided in the Bylaws of the corporation.

V. The Bylaws of the corporation may be amended only as provided therein.

VI. There shall be no shareholders of the corporation. No part of its net earnings shall inure to the benefit of any member, officer, or director of the corporation. No substantial part of its activities shall be carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

VII. The Executive Board and members of the corporation, in accordance with applicable law, have the exclusive authority to dissolve this corporation. Such dissolution shall require the approval of a two-thirds majority of the Executive Board and of the members, present and voting, provided that notice of such proposed dissolution has been sent to each member at least six months prior to the vote.

In the event of dissolution of the corporation, its assets not required for the payment of its liabilities and obligations, and not held upon condition requiring specific transfer or conveyance upon dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to one or more of those of this corporation and which at the time of transfer or conveyance would qualify for exemption from taxation under the provisions of section 501(a) of the Internal Revenue Code of 1954 as an organization described in section 501(c) (3) of the Internal Revenue Code of 1954, as those sections now exist or may here after be amended, or under the corresponding provisions of any subsequent federal income tax laws. **[Dee Dee asks does Rocky Mountain have tax exempt status?]**

VIII. The private property of the members of this corporation shall be exempt from corporate debts. This article shall not be subject to amendment.

IX. These restated articles of incorporation (1) correctly set forth the provisions of the articles of incorporation of the corporation as here to fore and hereby amended, (2) have been duly adopted as required by law, and (3) supersede the original articles of in corporation of the corporation and all amendments thereto.

*Bylaws
of the Rocky Mountain Association of College Admission Counseling(RMACAC)*

Revised April 2005; effective July 1, 2005.

ARTICLE I

Membership

1. Voting membership in RMACAC shall be extended to institutions which meet the criteria for voting membership in NACAC according to Article I of the NACAC bylaws and whose principal location lies within the RMACAC region made up of the states of Arizona, Colorado, New Mexico, Utah, and Wyoming.
2. Associate nonvoting membership may be extended to individuals, organizations, and agencies who meet the criteria for voting membership in NACAC and whose principal location lies outside the RMACAC region, or who otherwise meet the criteria for nonvoting membership in NACAC.
3. Provisional associate nonvoting membership may be extended, upon satisfaction of criteria established by the Executive Board, which meet the criteria for provisional associate nonvoting membership in NACAC, and whose principal location lies within the RMACAC region.

ARTICLE II

Responsibilities of the Membership

1. The members shall act in accordance with the Statement of Principles of Good Practice for Members of NACAC. While members are encouraged to identify themselves and their institutions as RMACAC members and subscribers to the NACAC Statement of Principles of Good Practice, such identification shall not be used in a manner that suggests or implies endorsement by RMACAC or NACAC.
2. Only voting RMACAC members in good standing on the sixtieth day prior to the day of any General Membership Meeting shall be entitled to vote on matters presented to the membership for action at such General Membership Meeting. Each member, so entitled to vote, shall have one vote on each matter presented for consideration. Each member, so entitled to vote, may vote in person or may vote by proxy properly executed by the member (electronic proxy???). No proxy shall be valid after eleven months from the date of its execution. **[For discussion, do we want to offer proxy?]**

ARTICLE III

Approval, Recognition and Termination of Membership

1. Membership in the Rocky Mountain Association for College Admission Counseling is a privilege made available to eligible institutions, organizations, agencies, and individuals as defined in the association's Bylaws and in criteria established by the Executive Board.
2. The Executive Board approves membership for qualifying institutions, organizations, agencies or individuals that meet the stated criteria, and file a completed application with payment of full dues. Approved members are listed on the RMACAC membership roster and notice of their approval is distributed to the membership.
3. Membership in RMACAC may be terminated by a letter of resignation to the president or by action of the Executive Board for failure to comply with the provisions of the Bylaws or the NACAC Statement of Principles of Good Practice. Membership shall terminate automatically if the conditions of eligibility cease to exist or on a finding that the member was ineligible at the time the member was approved.

ARTICLE IV

The NACAC Assembly

1. According Article VI in the NACAC Bylaws, the NACAC Assembly shall consist of delegates or the alternates, duly elected or appointed by NACAC voting members within each chartered state or regional association, in this instance, RMACAC. In addition the president of RMACAC shall serve as delegate to the Assembly. To be eligible for election as a delegate, or election or appointment as an alternate delegate, a candidate must be both a RMACAC voting member and a NACAC voting member. Each elected delegate shall serve a term of three years, and shall take the office on July 15 of the year in which selected. Each president of RMACAC shall serve so long as he/she holds such office. Elected delegates shall serve no more than two consecutive terms.
2. According to Article VI in the NACAC Bylaws, RMACAC may elect delegates and elect or appoint alternates to the NACAC Assembly provided that such election of delegates and election or appointment of alternates for elected delegates be on the following basis:
 - a) If RMACAC has within its boundaries at least twenty NACAC voting members it may elect two delegates to represent it in the Assembly in addition to the president.
 - b) If RMACAC has within its boundaries at least one hundred NACAC voting members it may elect four delegates to represent it in the Assembly in addition to its president.
 - c) RMACAC may elect one additional delegate for each additional fifty NACAC voting members within its boundaries.

- d) The president of Rocky Mountain ACAC is an Assembly delegate and a NACAC voting member.
 - e) Whenever possible, one-half of the delegates elected by each state or regional association shall be employed by voting member secondary institutions and voting member organizations, agencies, and institutions which provide postsecondary counseling, admission, and financial aid services; and one-half of the delegates elected by RMACAC shall be employed by voting member postsecondary educational institutions. And also, whenever possible, RMACAC should make every effort to include historically underrepresented members who are eligible for candidacy as provided in Section 1 of this Article.
 - f) Sufficient numbers of qualified alternates for elected delegates shall be elected or appointed by RMACAC to fill vacancies in the Assembly so that RMACAC representation can be maintained.
 - g) Any delegate elected an officer of NACAC shall serve on the NACAC Executive Board and shall cease to be a delegate to the Assembly representing RMACAC. RMACAC shall then designate one of its alternates or elected delegates to fill the unexpired term of such officer.
3. Each member of the Assembly shall be entitled to vote on all matters presented to the Assembly for its consideration.
4. In case of an unexpected or uncontrolled event, the president of NACAC with the approval of the majority of the voting members of the Executive Board of NACAC may cancel or postpone the Assembly until such time as the delegates may convene without adversity. The Executive Board of NACAC may provide for alternative voting procedures to elect officers and conduct other association business through proxy voting by the elected Assembly delegates.

ARTICLE V

Dues

The annual dues of RMACAC shall be established by the RMACAC Executive Board. Dues may vary between voting and nonvoting members and between and within the different categories of members designated in Article I of these Bylaws.

ARTICLE VI

Executive Board and Officers

1. The Executive Board of RMACAC shall have as its primary purpose to provide general direction and policies for RMACAC. The Executive Board shall consist of the Officers, Standing Committee Chairpersons and Delegates. The Executive

Board shall, except as otherwise provided herein, have the authority to direct the affairs of RMACAC. Each member of the Executive Board shall:

- a. Participate in the administration of the corporation, planning the association programs, evaluating the association's effectiveness, budgeting and exercising financial stewardship on all matters.
- b. Assist the president and perform such other duties as they pertain to his/her office.
- c. Advocate for the profession, for the members and for public policy at the state and federal levels.
- d. Address multicultural concerns and infuse diversity and access into the goals, programs and policies of RMACAC.
- e. Work within the association to implement professional development opportunities for use by their committee leadership.
- f. Support fund raising and development strategies with appropriate organizations.
- g. Maintain working relationships with the committees.

2. The officers shall consist of the following members of RMACAC:

- a. President
- b. President-Elect
- c. Past President
- d. Secretary
- e. Treasurer

The officers of RMACAC shall be elected by the voting membership prior to the General Membership Meeting and assume office immediately.

The president-elect shall be elected annually and shall succeed in sequence annually to the office of president and past president upon the annual completion of the term.

The term of office for the Secretary shall be three years.

The term of office for the Treasurer shall be three years.

An unexpired term of the president shall be completed by the president-elect who shall subsequently serve the normal term as president.

An unexpired term of the president-elect shall be filled from the voting membership by an appointment of the president, in consultation with the RMACAC Past President, subject to the approval of the Executive Board. The appointee shall serve only until the annual election of officers when both the president and president-elect shall be elected.

If a vacancy occurs in the office of the Past President, it shall be filled by the immediate active Past President.

The balance of an unexpired term of office of any officer of RMACAC, other than the President, or President-Elect, shall be filled from the voting membership. The unexpired term of office shall be filled by appointment by the President, in consultation with the Past President, subject to the approval of the Executive Board.

Each member of the Executive Board shall be entitled to vote on all matters presented to the Executive Board for its consideration.

Any officer may be removed from office at any time upon the affirmative vote of two-thirds of the voting members of the Executive Board.

ARTICLE VII

Powers and Responsibilities of Officers

1. The president of RMACAC shall:
 - a. Conduct the business of the association in a professional manner, focusing on the development of and adherence to association policy.
 - b. Call, set agendas, and preside at all meetings of the association and Executive Board.
 - c. Serve as the official spokesperson for the association.
 - d. Serve as the primary link between RMACAC and NACAC.
 - e. Appoint the members of the ad hoc committees and replace any vacancies that occur in the committees of the association during his/her term, subject to the approval of the Executive Board.
 - f. Perform other such duties as instructed by official action of the Executive Board or the voting membership.
 - g. Submit an annual report to the membership at the annual spring meeting.
 - h. Serve as one of RMACAC's official delegates to the NACAC Assembly.
 - i. Notify the NACAC Executive Director upon election of President, President-Elect, and assembly delegates.
2. The President-Elect of RMACAC shall:
 - a. Serve as Chairperson of the RMACAC Spring Conference Committee

- b. In the absence or disability of the president, he/she shall have all the powers and shall perform all the duties of the president without prejudice to his/her term of office as president-elect.
3. The Past President of RMACAC shall:
- a. Serve as Chairperson of the Nominating Committee.
 - b. Serve ex officio to any assigned committees.
 - c. Review RMACAC's Constitution and By-Laws for consistency with NACAC governing documents and report as required to NACAC.
 - d. Collect and keep the association's official records, historical data, and archival records.
4. The Treasurer of RMACAC is responsible for reviewing and assessing the fiscal status of the association and shall:
- a. Maintain fiduciary records of the association including sending statements, collecting dues, paying bills, and performing other necessary financial transactions.
 - b. Work with the Chairperson of the Membership Committee in maintaining a roster of members in good standing.
 - c. Report the annual budget and financial condition of the association to the Executive Board and the membership on a biannual basis.
 - d. Ensure the annual audit of the association's financial records and report the results to all members.
 - e. Review and report on the association's investment strategies, revenue generation and endowment.
5. The Secretary of RMACAC shall:
- a. Record and report to the voting members the minutes of the Executive Board and General Membership meeting at each of their regular meetings.
 - b. Be responsible for such correspondence as is referred to him/her.

ARTICLE VIII

Committees

1. There shall be the following committees of the association. Each committee shall be chaired by a RMACAC voting member who is responsible for the oversight

and administration of the committee's stated responsibilities: **[Does Rocky Mountain maintain these committees?]**

- a. Admission Practices Committee
- b. College Fairs Committee
- c. Conference Planning Committee
- e. Government Relations Committee
- f. Human Relations Committee
- g. Membership Committee
- h. Professional Development Committee
- i. Public Relations Committee

2. The duties of the committees:

- a. The Admission Practices Committee/Chairperson shall: consult with the President in the appointment of individuals to serve on the Admissions Practices Committee; investigate with the assistance of the A.P. committee, allegations of violations of the NACAC Statement of Principles of Good Practice which are brought to his/her attention by means of written notification; seek to resolve these allegations by communication with the organization, individual, or institution who is alleged to be in violation and to agree on alternate practices which will be in compliance with the statement; refer cases where resolutions of violations has no occurred in a reasonable amount of time; maintain confidentiality (excepting with President, A.P. Committee, and other individuals who need to be involved) regarding the cases with which he/she is dealing; serve as RMACAC's A.P. Committee representative to NACAC; provide the Executive Board with an annual report detailing the Committee's activities at the conclusion of each year.
- b. The College Fair Committee/Chairperson shall liaison with National College Fair Coordinator for events in region; communicate (by providing information as well as serving as a resource) with the "site coordinator" for each of the RMACAC College Fairs; inform the Executive Board of the status of each of the RMACAC college fairs; coordinate with the RMACAC Treasurer to provide the Executive Board with a financial report for each of the fairs within a reasonable time after each fair's completion; provide the Executive Board with an annual written report detailing his/her activities.
- c. The Government Relations Committee/Chairperson shall communicate information regarding school and college admission counseling to federal and state legislative bodies. The committee shall develop a state/regional advocacy network to educate members and all publics on postsecondary education issues and priorities.
- d. The Human Relations Committee/Chairperson shall develop programs which will assist in the expansion of access of Post-secondary educational opportunities for those who have traditionally be underrepresented; consult with the President in the appointment of members to a committee which will assist in developing and conducting

- activities; coordinate and communicate with the NACAC Human Relations Chairperson, maintaining an open flow of information and support between the two organizations; serve as RMACAC's Human Relations representative to NACAC; provide the executive board with an annual written report detailing his/her activities.
- e. The Membership Committee/Chairperson shall consult with the President in the appointment of members to a committee which will assist in developing and conducting activities; be responsible for membership recruitment and reporting for RMACAC; coordinate membership promotional activities and materials for RMACAC; publish an annual directory of members; serve as RMACAC's Membership representative to NACAC; provide the Executive Board with an annual report detailing his/her activities.
 - f. The Professional Development Committee/Chairperson shall consult with the President in appointment of members to a committee which shall assist in developing and conducting activities; design and implement programs in the region which assist the professional development of college admission at both the secondary and the Post-secondary levels; coordinate and communicate with the NACAC Professional Development Chairperson, maintaining an open flow of information and support between the two organizations; serve as RMACAC's representative to NACAC; provide the Executive Board with an annual written report detailing his/her activities.
 - g. The Public Relations Committee/Chairperson shall consult with the President in the appointment of members to a committee which shall assist in developing and conducting public relations/publications activities; be responsible for communication of RMACAC activities and issues through the various media including a RMACAC newsletter; provide the Executive Board with an annual written report detailing his/her activities. **[add "and the RMACAC website." Here or where?].**
3. The Executive Board may assign other duties to any of the committees. The authority granted to these committees by these Bylaws and the Executive Board shall not be exercised in a manner which is inconsistent with Executive Board actions previously taken.
 4. Each committee chair shall present an annual written report to the president in the form prescribed by the Executive Board. These reports shall be distributed to all members.
 5. Any member of a committee may be removed from service at any time, upon the affirmative vote of two-thirds of the voting members of the Executive Board.

ARTICLE IX

Election and Continued Eligibility of Officers and Delegates to the Assembly

1. Delegates to the Assembly shall be elected or appointed in each case not later than July 15 of the year in which they may be seated in the Assembly.
2. The officers of RMACAC shall:
 - a. Be elected at the annual meeting held at the Regional Conference of RMACAC.
 - b. Be elected as follows:
 - (1) The election shall be conducted by the President.
 - (2) The election shall be by ballot.
 - (3) The ballots shall be mailed to all voting members at least thirty days prior to the spring meeting.
 - (4) The Governance and Nominating Committee shall present to the membership a slate of a candidate or candidates for each office to be filled.
 - (5) A candidate receiving a majority of the ballots cast for the office for which he or she is a candidate shall be elected.
 - (6) In the absence of a majority, the candidate receiving the lowest number of votes shall be withdrawn and additional ballots taken until a majority is reached.
 - c. Take office at the close of the General Membership Meeting in the year of elections.
3. In order to remain as delegates of the Assembly and/or officers of RMACAC, incumbents must continue to qualify as RMACAC voting members and NACAC voting members. Each officer or delegate shall continue to be qualified for up to 60 days following a change in his/her employment.

ARTICLE X

Calling of Meetings

1. The president of RMACAC shall annually call the membership and delegates to the General Membership Meeting held in conjunction with the RMACAC Spring Conference, and to the General Membership Meeting held in conjunction with the NACAC Fall conference. Such notification shall be sent at least two months prior to the commencement of the conference.
2. The president shall call the Executive Board for a special meeting of the Executive Board at any time on the request of a majority of the members of the Executive Board.
3. Written notice of every General Membership Meeting shall be mailed to each member entitled to vote at such meeting at least one month before the meeting. Written notice of every regular or special meeting of the Executive Board shall

be mailed to each member of the Executive Board at least 15 days before such meetings. Each such notice of a special meeting shall state the purposes for which the meeting is called.

4. The President shall notify all RMACAC voting members by any communication methods possible should a majority of the voting members of the Executive Board approve cancellation or postponement of the General Membership Meeting in the case of an unexpected or uncontrollable event. Such notice shall include any instructions for proxy by voting on business required to maintain the association's operations until such time as it is safe to convene.

ARTICLE XI

Parliamentary Authority

The latest edition of Robert's "Rules of Order" shall govern all matters of RMACAC not covered by these Bylaws.

ARTICLE XII

Quorum

1. One-tenth of the voting members of RMACAC entitled to vote and registered at the national conference on the close of registration the day preceding the General Membership Meeting shall constitute a quorum for any General Membership Meeting when such a meeting has been called in accordance with these bylaws.
2. A majority [need to define majority...3/5, 1/3?] of the voting members of the Executive Board shall constitute a quorum.

ARTICLE XIII

Amendments

These Bylaws may be amended at any General Membership Meeting of RMACAC by two-thirds vote of the voting RMACAC members attending and entitled to vote, provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting.