MONTANA POST SECONDARY EDUCATIONAL OPPORTUNITIES COUNCIL

BYLAWS

ARTICLE I: NAME AND MISSION

Section 1: Name. The name of the organization is the Montana Post Secondary Educational Opportunities Council, Inc. (MPSEOC).

Section 2: Mission. The mission of the Montana Post Secondary Educational Opportunities Council (MPSEOC) is to provide a unified, statewide effort in promoting higher educational opportunities while emphasizing the quality of education available in Montana. The organization provides opportunities for information sharing and professional development. MPSEOC is a voluntary, non-profit corporation.

ARTICLE II: MEMBERSHIP

Section 1: Any Montana university, college, community college, or post-secondary institution that is a member of and accredited by the Northwest Association of Schools and Colleges, or a Montana tribal college is considered a regular member of the Corporation.

Section 2: Any salaried, professional staff member of the admissions, new student services or enrollment management offices of these institutions may attend general meetings of the Corporation.

Section 3: Each member institution has one vote for any item requiring a vote of the membership. The Director of Admissions (or the institutional equivalent) shall be considered the voting member unless they delegate this responsibility to another member of their staff.

ARTICLE III: FISCAL YEAR

Section 1: Fiscal Year. The fiscal year shall be a consecutive 12-month period that commences on January 1.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. If, due to unusual circumstances, an annual meeting is not possible, the Board will communicate all necessary business through alternative means (e.g., mail, email, etc.).

Section 2: Special Meetings. Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by eight (8) member institutions may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to a representative of each voting institution, in writing, not less than 14 days before the meeting.

Section 4: Quorum. Eight member institutions shall constitute a quorum for the transaction of membership business. A majority or unanimous vote shall rule.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Role, Size, and Composition. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the MPSEOC Executive Director and committees. The Board shall have up to ten (10) members, and no fewer than three (3) members. Only one member from any institution may serve on the Board at a time.

Section 2: Meetings. The Board of Directors shall meet at least three times during the fiscal year at times and places designated by the Board with verbal or written notice to board membership and the general membership at least 14 days prior to the meeting.

Section 3: Board Elections. Up to ten (10) Board members shall be elected by the voting representatives of the membership. The election will be held in accordance with the election procedures established by the Board of Directors. Each member institution eligible to vote will receive one ballot. The nominees receiving the largest number of votes in the annual election shall be elected to those full term vacancies that exist.

Section 4: Terms. The regular term of office for directors is four years. No regular Directors shall serve for a period of more than six consecutive years but such directors may again be eligible to serve on the Board of Directors after a period of one year has elapsed since such director has last served. Regular Directors that are elected or appointed into officer positions may remain on the board as voting members even though their eligibility to serve on the Board of Directors may have expired.

Section 5: Quorum. At least twenty-five (25) percent, but no less than three (3) members of the Board of Directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority or unanimous vote shall rule.

Section 6: Notice. An official Board meeting requires that each Board member have verbal or written notice 14 days in advance.

Section 7: Officers and Duties. The officers of the Corporation shall be President, Vice President, Immediate Past-President, and Secretary, each elected from the current Board of

Directors. Vice President, President, and Immediate Past-President shall be elected to a three-year rotation at the last meeting of the previous fiscal year. The secretary position will be elected at the last meeting of the previous fiscal year for a 1 year term. The duties of the officers shall be as follows:

President. The President shall be the primary officer of the Corporation and shall:

- preside over all meetings;
- appoint or dissolve all standing or special committees, only with the approval of the Board of Directors;
- be an ex-officio member of all committees;
- delegate any fiscal or business responsibility of the Corporation to the Executive Director with the approval of the Board of Directors;
- perform such other duties as usually pertain to the office of President or which may be assigned by the Board of Directors; and
- serve on the Board of Directors for the fiscal year immediately following the conclusion of his/her term as President in the position of Immediate Past President.

Vice President. The Vice President shall:

- discharge the duties of the President in the event of the absence of the President;
- perform such duties as may be assigned by the President or Board of Directors;
- serve as a member of the Personnel Subcommittee;
- serve on the Board of Directors for the fiscal year immediately following the conclusion of his/her term as Vice President in the position of President.

Secretary. The Secretary shall be responsible for keeping record of the meetings of the Corporation, and shall:

- oversee the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained;
- perform such duties as may be assigned by the President or Board of Directors;
- serve as Secretary for a 1 year term. The Secretary position does not automatically rotate into other officer positions.

Immediate Past President. The Immediate Past President of the Corporation shall:

- be a full member of the Board of Directors with voting power for a term of one year following the conclusion of such person's presidency even though eligibility to serve on the Board of Directors may have expired;
- serve as nominating committee chairperson;
- serve as a member of the Personnel Subcommittee; and
- perform such duties as may be assigned by the President or Board of Directors.

Non-voting Directors.

- The Board of Directors may elect Honorary Directors who shall advise and consult with the Board and the Executive Director and shall be invited to attend meetings of the Board but who shall not have the right to vote.
- The Executive Director shall be executor of the Corporation under the direct supervision of the Board of Directors, and serve on the Board as a non-voting member.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Executive Director 14 days in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only until the next Board of Directors election.

Section 9: Resignations, Terminations, and Absences. Resignation from the Board must be in writing and received by the Executive Director. A Board member may be dropped from the Board by a majority vote of remaining Board members for excess absences if he/she has three absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors, or by a ¾ vote of the membership.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Executive Director shall send out notice of special meetings to each Board member and member institution 14 days in advance.

ARTICLE VI: COMMITTEES

Section 1: Nominating Committee. The Board of Directors may appoint a Nominating Committee to contact and submit names of any regular members interested in nomination for election to the Board of Directors. The chairperson of the committee will be the immediate Past-President. In the absence of the immediate Past-President, the Vice President of the Board shall serve as chair of the Nominating Committee. This committee or the Executive Director shall coordinate Board nominations according to guidelines established by the Board of Directors. Any members may present a petition signed by that member and three other members institutions in good standing to be nominated in addition to those persons chosen by the Nominating Committee.

Section 2: Personnel Subcommittee. The Personnel Subcommittee is the three (3) member committee established by the Board to gather and review the performance information regarding the Executive Director. The Personnel Subcommittee develops rating recommendations for review by the full Board. The Personnel Subcommittee consists of the Past President, Vice President, and an at-large Board member.

Section 3: Special Committees. Special committees shall be established as necessary to carry out the purposes of the Corporation and shall be appointed by the Board of Directors.

When possible, special committees will be appointed for two fiscal years. Each special committee chairperson will be an honorary, non-voting member of the Board of Directors.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1: The Executive Director. The Executive Director shall:

- serve as executor of the Corporation under the direct supervision of the Board of Directors;
- complete the terms and conditions specified by the contract for employment set forth by the Board of Directors of the Corporation;
- supervise any paid staff and any person serving under a service contract with a third party to provide services;
- carry out the Organization's goals and Board policy;
- attend all Board meetings as a non-voting member;
- report on the progress of the Organization;
- answer questions of Board members;
- carry out the duties described in the Executive Director job description;
- act as Treasurer of the Corporation and shall be responsible for the financial administration of policies established by the Board and perform such duties as may be assigned by the Board of Directors;
- oversee the preparation and filing of all tax returns for the Corporation required by State and Federal Law, and;
- monitor the Corporation's tax exempt status and report to the Board any actions necessary to continue the Corporation's tax exempt status.

ARTICLE VIII: AMENDMENTS

Section 1: The Bylaws can be amended at any annual or special meeting of the Board of Directors by a majority or unanimous vote of members present (one vote per member institution).

ARTICLE IX: NO DISCRIMINATION AND CONFLICT OF INTEREST

Section 1: No Discrimination. The Corporation will not discriminate against a because of race, color, or national origin or because of age, physical or mental disability, marital status, gender identity, sexual orientation, creed, religion, or sex, except when the reasonable demands of the position require an age, physical or mental disability, marital status, gender identity, sexual orientation, creed, religion, or sex distinction.

Section 2: Conflict of Interest. Members of the MPSEOC Board of Directors are required to keep themselves free of influences that might conflict or appear to conflict with the organization's interests. It is the responsibility of each board member to notify the Executive Director or Board President of any potential or actual conflict of interest.

DATED: 8.8.14

APPROVED AND/OR AMENDED / RESTATED BY THE MPSEOC BOARD OF DIRECTORS:

Stephanie Crowe – Past President
Karissa Drye – President
Austin Mapston – Vice President
Zak Reimer – Secretary
John Dershem - Bruce
Shane Sangrey
Amy Leary – Executive Director

CORPORATE SEAL