MONTANA POST SECONDARY EDUCATIONAL OPPORTUNITIES COUNCIL
MPSEOC | Montana Colleges

BYLAWS

ARTICLE 1: NAME AND MISSION

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

Section 2: **Name Change.** The Corporation may change its name by a vote of a majority of the Board of Directors (also referred to herein as "Board"). Any such name change shall be done by filing notice of the use of an assumed business name or an amendment to the Articles of Incorporation with the State and amending these Bylaws.

Section 3: **Mission.** MPSEOC is a non-profit organization representing the 25 institutions of higher education across the state of Montana. Its mission is the promotion of higher education to students, families, counselors, and schools with the awareness of post secondary educational opportunities available throughout the state of Montana and beyond. MPSEOC is a voluntary, non-profit corporation.

ARTICLE 2: MEMBERSHIP

Section 1: Any Montana university, college, community college, or post-secondary institution that is a member of and accredited by the Northwest Commission on Colleges and Universities, or a Montana tribal college is considered a member of the Corporation (also referred to herein as "member institution").

Section 2: As authorized by each member's Director of Admissions, or his/her equivalent or designee, any salaried, professional employee of the admissions, new student services or enrollment management offices of these institutions may attend meetings of the Corporation. Each member's Director of Admissions, or his/her equivalent or designee, shall provide the Corporation a list of authorized employees for this purpose, which is subject to the Corporation's approval. These authorized employees are referred to as "MPSEOC Member Representatives" or similar term as determined by the Board of Directors.

Section 3: Each member institution has one vote for any item requiring a vote of the membership. The Director of Admissions, or his/her equivalent, shall be the individual who will vote on behalf of the member institution unless he/she delegates this responsibility to another member of his/her staff.

ARTICLE 3: FISCAL YEAR

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

ARTICLE 4: MEMBERSHIP MEETINGS

Section 1: **Annual Meeting.** The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place. If, due to unusual circumstances, it is not possible to hold the annual meeting of members in person, the Board of Directors may determine that it will be held by conference telephone call or similar remote communication.

Section 2: **Special Meetings.** Special meetings may be called by the President or a simple majority of the Board of Directors. A petition stating the purpose(s) for which it is to be held and signed by at least 5% of the member institutions may call a special meeting.

Section 3: **Notice.** Notice of each meeting shall be given to the Director of Admissions, his/her equivalent, or his/her designee as set forth in Article II, Section 3, above, in writing, not less than 14 days before the meeting. Oral notice is permissible if reasonable under the circumstances.

Section 4: **Quorum and Voting.** Eight member institutions shall constitute a quorum for the transaction of membership business. If a quorum is present, the affirmative vote of a majority of the members is the act of the members, unless a greater vote is required by the articles, bylaws, or law.

Section 5: **Waiver of Notice.** A member may at any time waive notice. Such waiver must be in writing, signed by the Director of Admissions, his/her equivalent, or his/her designee as set forth in Article II, Section 3, above, and filed with the minutes. The attendance of a member at any meeting constitutes waiver of notice of such meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business because of a lack of required notice.

ARTICLE 5: BOARD OF DIRECTORS

Section 1: **Powers.** Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

Section 2: **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 individual from any member institution may serve on the Board at a time.

Section 3: **Regular Meetings.** The Board of Directors shall hold at least three regular meetings during the fiscal year at times and places designated by the Board. A director on the Board (also referred to herein as a "Board member") may participate in a meeting through the use of conference call or any means by which all directors on the Board participating may simultaneously hear each other during the meeting. A director on the Board participating in a meeting by this means is considered to be present in person at the meeting.

Section 4: **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 5: **Terms.** The term of office for directors on the Board is four years. No directors on the board shall serve for a period of more than seven 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. Directors on the Board 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 6: **Quorum and Voting.** 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. If a quorum is present, the affirmative vote of a majority of the members of the Board of Directors is the act of the Board of Directors, unless a greater vote is required by the articles, bylaws, or law. Directors of the Board may not vote or sign consents by proxy.

Section 7: **Notice.** The times and places of regular meetings of the Board of Directors will be available on the Corporation's website, its newsletter, or sent in writing to directors on the Board.

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. If the directors remaining in office constitute less than a quorum, the vacancy may be filled by the affirmative vote of a majority of remaining directors on the Board.

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 removed 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 without cause 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 7 days in advance. A director may participate in a meeting through the use of conference call or any means by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 11: **Waiver of Notice.** A director of the Board may at any time waive notice. Such waiver must be in writing, signed by the director, and filed with the minutes. The attendance of a director of the Board at any meeting constitutes waiver of notice of such meeting, except where the director attends the meeting for the express purpose of objecting to the transaction of any business because of a lack of required notice.

ARTICLE 6: COMMITTEES

Section 1: **Elections Committee.** The Board of Directors may appoint an Elections Committee to contact and submit names of any authorized employees, as set forth in Article II, Section 2 of these Bylaws, 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 Elections Committee. This committee or the Executive Director shall coordinate Board nominations according to guidelines established by the Board of Directors.

Section 2: **Governance Committee.** The Governance Committee is the three (3) member committee established by the Board to gather and review the performance information regarding the Executive Director. It develops rating recommendations for review by the full Board and 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.

ARTICLE 7: OFFICERS

Section 1: **Officers.** The officers of the Corporation shall be President, Vice President, Immediate Past-President, Montana Tribal College Relations Chair, Treasurer, and Secretary, each

elected by the Board of Directors from among its members, and an Executive Director, appointed by the Board of Directors.

Section 2: **Officers Terms.** The Vice President, President, Immediate Past-President, and Secretary each shall be elected to a one-year term at the first meeting of the fiscal year. Upon a vacancy in the position of Treasurer, the Vice President at the time of such vacancy shall serve as Treasurer throughout his or her remaining term on the Board of Directors. The Montana Tribal College Relations Chair shall be elected to a two-year term at the first meeting of the fiscal year. The Executive Director shall serve as an officer concurrent with his/her appointment as Executive Director.

Section 3: **Officers Duties.** 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 Governance Committee;
- 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 records 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;
- authenticate records of the Corporation;
- 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.

Treasurer. The Treasurer shall:

- oversee the management of the financial affairs of the Corporation;

- ensure that reports on the Corporation's financial condition are presented to Board at its meetings or as requested by it;
- oversee budget preparation and presentation to the Board;
- oversee development of the Corporation's financial policies;
- perform such duties as may be assigned by the President or Board of Directors.

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 Elections Committee chairperson;
- serve as a member of the Governance Committee; and
- perform such duties as may be assigned by the President or Board of Directors.

Montana Tribal College Relations Chair. The Montana Tribal College Relations Chair shall:

- be held within the MPSEOC Board of Directors and the Montana Tribal College Team;
- is a two-year term and may be held in conjunction with officer positions; and
- is designated to continue, develop, and grow strong relations with our Montana Tribal Colleges, the Montana Tribal College Team, the Montana Tribal College Fairs and Events, and MPSEOC.

The Executive Director. The Executive Director shall:

- serve as the general manager 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, except executive sessions unless requested to do so by the Board;
- report on the progress of the Corporation;
- answer questions of Board members;
- carry out the duties described in the Executive Director job description;
- 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 8: AMENDMENTS

Section 1: The Bylaws can be amended at any annual or special meeting of the Board of Directors by a majority vote of directors present, except for those amendments reserved to the members by law. In accordance with Montana law, amendments that relate to the number of directors, composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the members. Amendments that require member approval must be approved by two-thirds of the votes cast at a membership meeting at which a quorum is present.

ARTICLE 9: NO DISCRIMINATION AND CONFLICT OF INTEREST

Section 1: **Non Discrimination.** The Corporation will not discriminate against an individual because of race, color, or national origin or because of age, physical or mental disability, marital status, gender identity, sexual orientation, creed, religion, sex, and any other legally protected status, except where the reasonable demands of a job require such a distinction to be made.

Section 2: **Conflict of Interest.** Members of the 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.

ARTICLE 10: CONTRACTS, DEPOSITS, CHECKS, AND LOANS

Section 1: **Contracts.** The Board of Directors may authorize by resolution an officer, employee, or agent of the Corporation to execute contracts, grants, or other instruments in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances.

Section 2: **Deposits and Checks.** All bank and other deposits accounts shall be in the name of the Corporation. The board of Directors shall authorize by resolution the officer or officers, agent or agents, who may sign the corporation’s checks, drafts, or other orders for payment.

Section 3: **Loans.** No loans shall be contracted on behalf of the Corporation and no indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. The Corporation shall not lend money to or guarantee the obligations of directors or officers.

ARTICLE 11: INDEMNIFICATION, ADVANCEMENT OF EXPENSES, AND INSURANCE

Section 1. **Indemnification.** To the full extent required or permitted by law, the Corporation shall indemnify a director against liability and reasonable expenses incurred in any proceeding to which the director is a party because the individual is or was a director of the Corporation. A determination that indemnification is permissible, authorization of indemnification, or an evaluation as to the reasonableness of expenses must be made in the manner required by law, including a determination that the director has met the applicable standard of conduct and after any written notice of proposed indemnification that must be given to the attorney general.

Section 2. **Advancement of Expenses.** Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding if the director provides the written affirmation and undertaking required by law, and the facts then known would not preclude indemnification. Determinations and authorizations of payment must be made in the manner required by law.

Section 3. **Officers.** The Corporation shall indemnify and advance expenses to an officer of the corporation who is not a director to the same extent as a director.

Section 4. **Employees or Agents.** The Corporation may indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the extent, consistent with public policy, as provided by general or specific action of the Board of Directors or by contract. In addition, the corporation will comply with any applicable law regarding indemnification of employees.

Section 5. **Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director or officer against liability asserted against or incurred by the individual in that capacity or arising out of the individual's status as a director or officer whether or not the Corporation would have power to indemnify the individual against the same liability.

ARTICLE 12: EMERGENCY BYLAWS

Section 1: **Emergency Bylaws.** Unless the Articles of Incorporation provide otherwise, the following provisions shall be effective during an emergency, which is defined as a time when a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event. During such emergency, the MPSEOC Executive Board will convene to make decisions for the organization. The Executive Board consists of the Past President, President, Vice President, Montana Tribal College Relations Chair, and the Executive Director.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Montana Post Secondary Educational Opportunities Council, Inc. were approved as required by Article 8 herein and do now constitute a complete copy of the bylaws of the Corporation, superseding all previously adopted bylaws and amendments.

_____
Secretary of the Corporation
Dated: _____

Directors on the Board at the time of approval: