

**TRUSTEES ASSOCIATION
OF COMMUNITY AND TECHNICAL COLLEGES (TACTC)
BYLAWS**

ARTICLE 1. MEMBERSHIP

SECTION 1. QUALIFICATIONS

Membership shall be open to all Trustees of the Community and Technical College Districts of the State of Washington in good standing. Trustees whose respective College Districts have paid the annual dues for the Board of Trustees shall constitute active members in good standing.

SECTION 2. VOTING RIGHTS

Any active member in good standing may vote on business transactions brought before the membership, either in regular or special membership meetings. Each District in good standing shall be entitled to up to five votes. If board members are unable to attend the annual Spring Convention, which includes the annual Business Meeting, each board shall take action to delegate to a board member who plans to attend the annual Business Meeting authorization to cast a ballot for any absent member(s) by written or emailed proxy.

ARTICLE 2. DUES

SECTION 1. ANNUAL DUES

The annual dues for the District Board of Trustees shall be a \$100.00 flat fee, plus a charge per FTE (based on the previous year's fall quarter total FTE count). The rate is to be established by the voting membership at the annual meeting. The amount of annual dues may be changed by the membership at the annual meeting and is subject to ratification by the voting membership. The flat fee and the charge per FTE are due and payable on or before August 31.

SECTION 2. ASSESSMENTS

Special assessments may be made by the TACTC Board of Directors. One-fourth (1/4) of the assessment will be divided equally among the Community and Technical College Districts. Three-fourths (3/4) of the assessment will be prorated among the Districts on the basis of the student enrollment used in calculating dues for the current year. Special assessments are due and payable within sixty (60) days of billing.

ARTICLE 3. MEETINGS

SECTION 1. MEMBERSHIP MEETINGS

TACTC shall hold three full membership meetings per year; a Fall Conference, a Winter Conference, and an Annual Spring Convention, which includes an annual Business Meeting for the election of officers.

The specific date, time, and place for these meetings shall be determined by the Board of Directors.

Special membership meetings may be called by the President, Board of Directors, or by written or emailed request of one-third (1/3) of the majority of the TACTC active membership.

Written or emailed notice of all meetings shall be provided to the members not less than thirty (30) days prior to the meeting.

SECTION 2. QUORUM

A quorum shall consist of at least one (1) trustee each from the majority (51%) of the Districts in good standing.

A quorum must be present in order to transact business at any regular or special membership meeting. Provided there is a quorum, a majority of those present shall be required to ratify a vote.

If a quorum is not present, a vote shall be taken of the membership present and recorded in the minutes. The Board shall then mail or e-mail ballots with the question presented to the absent members, who shall have ten (10) days from the date of mailing within which to respond. Any member who fails to respond within those ten (10) days shall be deemed to have voted in the affirmative. The Board shall tally all votes following expiration of the ten (10) days and such results shall be recorded in the minutes.

SECTION 3. MEETING MINUTES

Minutes of all meetings shall be promptly recorded and maintained. Meeting minutes shall consist primarily of a record of actions taken. They shall be subject to the approval of the membership and shall be signed by the President and Secretary. The use of electronic signatures shall be considered acceptable. The President or Secretary must authorize each such use in writing (e.g. via email).

SECTION 4. MEETING PROCEDURE

The transaction of business at the membership meetings shall be governed by Robert's Rules of Order (Revised) except where specified otherwise in these Bylaws. The general transaction of TACTC business shall be governed and guided by the Standing Rules in Appendix B, made a part of these Bylaws by adoption.

ARTICLE 4. OFFICERS

SECTION 1. ELECTIVE OFFICERS

The elected officers of this organization shall consist of President, President-Elect, Secretary, and Treasurer. Officers shall be elected at the annual Business Meeting and shall take office upon adjournment of the annual Business Meeting. The term of office shall be from adjournment of the annual Business Meeting through adjournment of the following year's annual Business Meeting. Upon completion of a one-year term as President-Elect, the President-Elect shall become President. The combined term of office for President and President-Elect shall be no more than two years. The term of office for the Secretary and Treasurer shall be one year, and no officer may serve for more than two consecutive terms in the same office.

SECTION 2. VACANCIES

President

In the event the President is no longer able to fulfill the obligations of the office, the President-Elect shall complete the current President's unexpired term and continue his/her tenure as President the following year.

Other elected officers

Any vacancies occurring in the other elective offices of the organization (President-Elect, Secretary, Treasurer and Member At-Large positions) shall be filled by appointment by the President, subject to confirmation by the Board of Directors at the next Board meeting. Any person so appointed will serve out the unexpired term only.

SECTION 3. NOMINATIONS

Between February 15 and April 1 of each year, the Nominating Committee will develop a list of candidates to be presented to the membership at the next annual meeting.

Prior to February 15, the Nominating Committee will notify each trustee, in writing, that it will be making nominations; the Committee shall seek nomination suggestions from each trustee.

The Committee will bring forth the best slate possible, considering diversity of representation among trustees.

Unless a current officer decides not to seek re-election, all officers who have not served more than one year in a particular office will automatically be nominated for another term in the same office.

It is the intent of these provisions to encourage the continuation in office of at least two members of the Board of Directors from the previous panel of officers for the purpose of continuity.

Nominations from the floor will be permitted prior to the election of officers.

ARTICLE 5. DUTIES OF ELECTED OFFICERS

SECTION 1. PRESIDENT

The President shall exercise general supervision over the business affairs of TACTC, and shall perform all of the duties incidental to the office, including those duties properly delegated by the membership.

The President shall preside over all meetings, including the Board of Directors, and shall ensure that all transactions are in accord with these Bylaws.

The President or the President's designee shall act as spokesperson for TACTC, and shall represent the organization at meetings with other organizations and committees. No pronouncement made as spokesperson or representative of TACTC shall obligate or commit the organization, except as provided by these Bylaws, or unless specifically authorized by the membership.

The President retains the right to vote at all times, and shall specifically exercise this right in the event of a tie vote.

The President shall appoint a Parliamentarian, and shall appoint the Chairperson and members of all Standing and ad hoc committees, except the Nominating Committee.

SECTION 2. PRESIDENT-ELECT

The President-Elect shall assume all duties and authority of the President, in the event the President is no longer able to fulfill the obligations of the office. The President-Elect shall perform such duties as from time to time may be assigned by the President, or by the membership.

SECTION 3. SECRETARY

The Secretary shall record the minutes of all meetings, and shall oversee the execution and preservation of all correspondence as directed by the President.

The Secretary shall be responsible for the sending of all notices in accordance with the provisions of these Bylaws, and shall perform such other duties as from time to time may be assigned by the President.

SECTION 4. TREASURER

The Treasurer shall have charge of all funds of this organization, and shall approve payment of all bills and obligations authorized by the membership. The Treasurer shall ensure the organization maintains an accurate record of the collection of dues and other income and all receipts and disbursements.

No unbudgeted expenditures will be paid or reimbursed without approval of the Board of Directors.

The Treasurer may delegate the administrative functions of the office, including maintaining TACTC bank accounts, to the Administrator.

ARTICLE 6. BOARD OF DIRECTORS

SECTION 1. AUTHORITY

The authority of TACTC is vested in its membership, and, with exception of approving the budget, electing officers and setting legislative priorities, operational responsibility is delegated to the Board of Directors. The Board of Directors shall carry out the directions of the membership and act for the membership in conducting the affairs of TACTC between the annual Business Meetings.

SECTION 2. MEMBERSHIP

The Board of Directors shall consist of the:

- President;
- President-Elect;
- Secretary;
- Treasurer;
- Legislative Action Committee Co-Chairs;
- Two Members At-Large; and
- Immediate Past-President.

If the Immediate Past-President shall cease being a trustee of a Washington technical or community college, the position of Immediate Past-President shall be deemed vacant. If there is a vacancy in the position of Immediate Past-President, the current TACTC President may appoint a current trustee who has served as a TACTC officer to fill the position for the remainder of the year.

SECTION 3. MEMBERS AT-LARGE

Nominations for two Member At-Large positions for the Board of Directors will be solicited from the floor at the annual Business Meeting. The two nominees with the most votes by the full membership will be appointed to the Board of Directors. Trustees from the same district may not serve as Members At-Large at the same time.

Members At-Large shall take office upon adjournment of the annual Business Meeting. The term of office shall be from adjournment of the annual Business Meeting through adjournment of the following year's annual Business Meeting.

SECTION 4. TERM OF OFFICE

The term of office for members of the Board of Directors shall be one year, commencing upon adjournment of the annual Business Meeting through adjournment of the following year's annual Business Meeting.

SECTION 5. MEETINGS

The Board of Directors shall meet at the request of the President or two other members of the committee. A conference telephone call may constitute a meeting. The President or his/her designee shall chair all meetings of the Board of Directors.

SECTION 6. QUORUM

Five (5) Board members shall constitute a quorum for the purpose of conducting business at any regular or special Board of Directors meeting.

SECTION 7. VOTING

All members of the Board of Directors shall have one vote.

SECTION 8. STRATEGIC PLANNING

The Board of Directors shall meet after the annual meeting in a strategic planning session to plan and adopt strategy and goals for the next year. The strategic plan will be published and provided to the membership annually.

During the course of the annual meeting, the President shall give a report to the membership on the effectiveness of TACTC during the past year in meeting the goals previously established for the organization by the Board of Directors.

ARTICLE 7. COMMITTEES

SECTION 1. STANDING COMMITTEES

There shall be the following standing committees:

- 1.1 Auditing Committee
- 1.2 Awards Committee
- 1.3 Bylaws Committee

- 1.4 Finance and Budget Committee
- 1.5 Legislative Action Committee
- 1.6 Nominating Committee

- 1.7 Resolutions Committee 1.8 Trustee Education Committee

SECTION 2. MEMBERSHIP

All standing committee members shall be appointed by the President, with the exception of the Nominating Committee and the Legislative Action Committee.

SECTION 3. DUTIES

The duties and responsibilities of the standing committees shall be as described in Appendix A.

SECTION 4. TERM OF OFFICE

All standing committee members shall serve from the time of appointment to the end of the fiscal year.

ARTICLE 8. BYLAWS

SECTION 1. ADOPTION

The Trustees Association of Community and Technical Colleges of the State of Washington (TACTC) shall adopt these Bylaws for conduct of its business and for its non-profit corporation pursuant to RCW 24.03. Copies of these Bylaws shall be made available to each TACTC member.

SECTION 2. ROBERT'S RULES OF ORDER

The rules contained in Robert's Rules of Order, Newly Revised, shall govern TACTC in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

SECTION 3. REVISION OF BYLAWS

These Bylaws, as adopted by TACTC, may be revised or amended at the annual Business Meeting by a vote of two-thirds (2/3) of the voting members present, provided that written or emailed notice of such revision or amendment has been submitted to the membership at least three days prior to such meeting. However, these Bylaws may be revised or amended without advance notice, by unanimous consent of the membership at the annual Business Meeting.

ARTICLE 9. ACCOUNTABILITY

SECTION 1. BOOKS AND RECORDS

TACTC shall keep current and complete books and records of account, and shall keep minutes of the proceedings of its annual and special membership meetings and its regular and special Board of Directors' meetings. TACTC shall keep a register of the names and addresses of its members entitled to vote. All accounting records shall be kept by the Treasurer. The Treasurer may delegate maintenance of account records to the Administrator. All minutes and records of proceedings shall be kept by the Secretary. The Secretary may delegate maintenance of minutes and records of proceedings to the Administrator.

All books, records, and minutes of TACTC may be inspected by any member of TACTC or his/her attorney, for any proper purpose, at any reasonable time.

SECTION 2. FISCAL PERIOD

TACTC shall operate on a fiscal year basis, beginning July 1 and ending June 30.

APPENDIX A

STANDING COMMITTEES

1.1 AUDITING COMMITTEE

Membership: Three members.

Duties: Audit TACTC financial records after the close of the fiscal year. Submit report to the President no later than September 30.

1.2 AWARDS COMMITTEE

Membership: At least three members.

Duties: Elect person(s) who has (have) made significant contributions to the advancement of Community and Technical College education—for honoring at annual meeting.

Note: Nominations may be made by any Community and Technical College Trustee.

1.3 BYLAWS COMMITTEE

Membership: Two to five members.

Duties: Consider or propose amendments to the Bylaws and/or standing rules, as suggested by members of TACTC.

1.4 FINANCE AND BUDGET COMMITTEE

Membership: The Treasurer and one or more members.

Duties: Prepare/present a budget for approval at the annual meeting. Recommend necessary changes in dues.

1.5 LEGISLATIVE ACTION COMMITTEE

Membership: One representative from each Community or Technical College District.

Duties: Develop legislative priorities for consideration and adoption by the TACTC Board of Directors. Promote TACTC legislative and advocacy programs. Provide information to, and solicit support from, the TACTC membership.

1.6 NOMINATING COMMITTEE

Membership: Three members, two alternates. Committee members are to be elected at the annual Business Meeting by the membership. No more than one member from the same district may serve on the committee. The member with the highest number of votes serves as the chair.

Duties: Nominate candidate or candidates for each office to be filled by election at the next annual Business Meeting.

Note: Nominations are also permitted from the floor prior to election.

1.7 RESOLUTIONS COMMITTEE

Membership: Three to five members. Legislative Action Committee Chairs are considered ex-officio members of the committee.

Duties: Receive, consider resolutions pertinent to the purpose of TACTC. Present resolutions to the membership at the annual Business Meeting. Determine when the purpose of a resolution has been accomplished, and present recommendations for disposition to the Board of Directors for action by the voting membership at the next annual Business Meeting. Compile resolutions in effect and provide a copy to the Secretary.

1.8 TRUSTEE EDUCATION COMMITTEE

Membership: Two or more members.

Duties: Provide training and education guidance for all Trustee conferences under the direction of the TACTC President-Elect and in consultation with the TACTC President and TACTC Board of Directors.

APPENDIX B

STANDING RULES

1. TACTC Legislative Action Committee meetings shall be open to all members. Following the call to meeting, the TACTC Legislative Action Committee members shall notify the other Trustees in their Districts.
2. The TACTC officers, the Legislative Action Committee representative of each District, and members of all duly authorized committees of TACTC shall receive travel expenses to meetings of the Board of Directors, Legislative Action Committee, standing committees and ad-hoc committees. TACTC will reimburse its officers and those trustees designated by its officers to officially represent the association at meetings of the State Board for Community and Technical Colleges, Washington Association of Community and Technical College Presidents, Higher Education Coordinating Board and other organizations as deemed appropriate by the Board of Directors. TACTC will pay travel expenses for the TACTC President to annually attend all three national ACCT conventions. Colleges will be expected to pay the expenses of their trustees who attend the TACTC Annual Convention, Fall Conference and Legislative Forum, New Trustee Orientation and special interest workshops. Mileage allotment shall be consistent with the State allowance. Authorized expenses shall be paid by the Administrator with the approval of the Treasurer following presentation of a voucher and receipts. All exceptional out-of-state travel, or unusual expenses shall be approved by the Board of Directors. The Treasurer shall advise each District Board of the proper procedures.
3. TACTC members who serve on the ACCT Board of Directors, or who serve on ACCT committees shall be reimbursed for those reasonable expenses incurred beyond those ordinarily paid by that member's college.
4. The Treasurer shall consult with the Board of Directors of TACTC when preparing the annual budget.
5. The Treasurer shall bill each Community and Technical College District for TACTC annual dues by July 1.
6. The TACTC should be in close communication with the State Board for Community and Technical Colleges (SBCTC) Executive Director. The SBCTC Executive Director should be encouraged to attend Board meetings, or send an alternate.
7. By agreement between TACTC and the State Board for Community and Technical Colleges, the SBCTC provides that up to one-third (1/3) of the time of one professional employee, and one-third (1/3) of the time of one administrative assistant will be expended in support of the TACTC administration. The professional employee serves as the TACTC Administrator.
8. Funds may be transferred from time to time between the Conference Fund and the TACTC General Fund, as deemed appropriate by the Administrator and the Treasurer.
9. The President of TACTC may appoint special ad-hoc committees to address certain issues of regional and/or provincial interest. These committees, called Special Interest Committees (SIC), may consist of a coalition of members of the affected District Board(s) of Trustees, and may be empowered by the President to carry out specific tasks, within the scope of these bylaws. All SIC committee members will serve from the time of appointment until presentation of the final report to the Board, or until the end of the fiscal year.

10. The Board of Directors shall approve any line item expense in excess of \$500 over the budgeted amount. This may be accomplished by majority vote at a Board of Directors meeting (regular or special, including telephonic) or by unanimous e-mail or written consent.
11. For any outside printing jobs in excess of \$1,000, TACTC shall request oral or written bids from at least three vendors. The expense voucher form shall have attached (a) copies of the bids (and/or request for bids) or (b) certification of the person requesting the bids of the dates and contents of any oral bids (and/or request for bids).
12. Following the election of a new TACTC officer, the immediate past or other former officer, the TACTC Administrator, one or more members of the audit committee (in the case of the treasurer), and other appropriate TACTC officers or former officers shall provide training for the new officer on the responsibilities of the office.
13. The TACTC Board of Directors may authorize the TACTC administrator and/or designated staff to travel out-of-state, when that travel is recognized as having a benefit to the organization.

Revised and Approved: May 20, 2010