



Washington State

ACT

Association of College Trustees

Bylaws

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Contents

Values Statement.....	1
Article I: Name and Location.....	1
Article II: Purpose	1
Article III: Membership	1
Section 1. Eligibility for membership.....	1
Section 2. Annual dues	1
Section 3. Voting rights	1
Article IV: Membership Meetings.....	2
Section 1. Regular meetings	2
Section 1a. Annual business meeting.....	2
Section 2. Special meetings	2
Section 3. Notice of meetings.....	2
Section 4. Quorum.....	2
Section 5. Voting	2
Section 6. Meeting minutes.....	2
Article V: Board of Directors.....	3
Section 1. Authority.....	3
Section 2. Board members	3
Section 3. Term of office	3
Section 4. Meetings.....	3
Section 5. Notice of meetings	3
Section 6. Quorum	3
Section 7. Voting	3
Section 8. Vacancies	4
Section 9. Compensation	4
Section 10. Removal	4
Article VI: Nominations and Elections.....	4
Section 1. Elected positions.....	4
Section 2. Nominations.....	4
Section 3. Members-at-large	5

Section 4. Uncontested positions.....	5
Article VII: Duties of Elected Board of Director Positions	5
Section 1. President.....	5
Section 2. President-elect.....	5
Section 3. Secretary.....	5
Section 4. Treasurer.....	5
Section 5. Members-at-Large	5
Article VIII: Committees	6
Section 1. Committee formation	6
Section 2. Standing committees	6
Section 3. Audit committee	6
Section 4. Awards committee.....	6
Section 5. Finance and budget committee.....	6
Section 6. Board governance committee	6
Section 7. Advocacy committee	7
Section 8. Trustee education & equity committee.....	7
Article IX: Corporate Staff	7
Article X: Conflict of Interest and Compensation	8
Article XI: Indemnification	8
Article XII: Accountability.....	8
Section 1. Books and records.....	8
Section 2. Fiscal period	8
Section 3. Nondiscrimination.....	8
Article XIII: Bylaws	8
Section 1. Robert’s Rules of Order	8
Section 2. Subordinate to state code.....	8
Article XIV: Amendments.....	9
Section 1. Articles of incorporation.....	9
Section 2. Bylaws	9

Values Statement

The Washington State Association of Community College Trustees is committed to advancing equity and inclusion as core principles of college governance in pursuit of student success and institutional excellence. Equity and inclusion are guiding principles that shape our policies, advocacy, and leadership development efforts.

Article I: Name and Location

Section 1. Name

The name of the organization is Washington State Association of College Trustees, also known as Association of College Trustees (ACT).

Section 2. Principal office

The principal office of ACT is located at Olympia, Washington.

Article II: Purpose

The purposes of this nonprofit organization are as outlined in the Articles of Incorporation.

1. **Enhance Governance and Leadership:** Provides trustees of Washington's community and technical colleges with the education and development needed to govern effectively in diverse and dynamic environments.
2. **Foster Collaboration and Communication:** Facilitate collaboration among trustees, Washington Association of Community & Technical Colleges (WACTC), and the State Board for Community and Technical Colleges (SBCTC) members and its staff to align efforts and strengthen mission fulfillment.
3. **Advocate for Student Success:** Support trustees in their advocacy at local, state, and national levels, recommending and promoting policies that support and advance community and technical colleges and students, in coordination with the SBCTC and WACTC.

Article III: Membership

Section 1. Eligibility for membership

Membership is open to all trustees in good standing of the Washington State community and technical colleges. Trustees whose respective colleges have paid their annual dues constitute members in good standing.

Section 2. Annual dues

Each college pays annual dues based on the number of full-time equivalent (FTE) students from the previous fall quarter. The membership votes on proposed dues for the upcoming year at the annual business meeting. Payments are due by August 31.

Section 3. Voting rights

Any member in good standing votes on business transactions brought before the membership, either in regular or special membership meetings. Each college in good standing is entitled to one vote per trustee. Members must be present to participate and/or vote. If members are unable to attend the annual business meeting, trustees may authorize

a board member from their college to cast a proxy ballot on their behalf. Proxy authorization may be presented in writing or via email.

Article IV: Membership Meetings

Section 1. Regular Meetings

ACT holds two full membership meetings: a Fall Conference and a Spring Conference. The specific date, time, and place for these meetings is determined by the Board of Directors.

Section 1: Annual business meeting

The annual business meeting is typically held in conjunction with the spring conference. The business meeting agenda includes the election of board members, approval of dues and the annual budget, the president's report, and any other business.

Section 2. Special meetings

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 ACT membership.

Section 3. Notice of meetings

Written or emailed notice of all ACT membership meetings is provided to the members at least thirty (30) days before the meeting.

Section 4. Quorum

A quorum consists of a majority (51%) of colleges in good standing. Provided there is a quorum, a majority of those present are required to ratify a vote.

If a quorum is not present, a vote is taken of the membership present and recorded in the minutes. The Board mails or e-mails ballots to the absent members, who have ten (10) days from the date of mailing to respond. Any member who fails to respond within those ten (10) days is deemed to have voted in the affirmative. The Board tallies all received votes following expiration of the ten (10) days, and the results are recorded in the minutes.

Section 5. Voting

All issues to be voted on are decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise determined, as described in Article III, Section 4.

Section 6. Meeting minutes

The minutes of the annual business meeting are recorded and maintained. Meeting minutes consist primarily of a record of actions taken. They are subject to the approval of the membership at the next annual business meeting and signed by the President and Secretary. Minutes may be taken at other meetings as deemed necessary by the Board of Directors.

Article V: Board of Directors

Section 1. Authority

The authority of ACT is vested in its membership. The Board of Directors carry out the directions of the membership and act for the membership in governing the affairs of ACT between the ACT membership meetings. Governance oversight is delegated to the Board of Directors, with the exception of approving the budget, setting legislative priorities, and the election of board members.

Section 2. Board members

The Board of Directors consists of the:

- President
- President-Elect
- Secretary
- Treasurer
- Two Members At- Large
- Immediate Past President
- Legislative Advocacy Committee (LAC) Co-Chairs
- ACCT WA State Regional Coordinator (ex-officio)

Each member of the Board of Directors must be a member in good standing of ACT.

Section 3. Term of office

The term of office for elected members of the Board of Directors is one year, commencing with the adjournment of the annual business meeting. Upon completion of a one-year term as President-Elect, the President-Elect becomes President. The term of office for the Secretary, Treasurer, and Members At-Large is one year. The Secretary and the Treasurer may serve no more than two consecutive terms in the same office. Legislative Advocacy Committee Co-Chairs serve 2 years with staggered appointments; the term of the ACCT WA State Regional Coordinator (ex-officio) is three years.

Section 4. Meetings

The Board of Directors meets at the request of the President or two other members of the Board. A virtual meeting may constitute a meeting.

Section 5. Notice of meetings

Notice of any meeting of the Board of Directors is given by electronic methods at least two (2) days in advance.

Section 6. Quorum

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

Section 7. Voting

Each member of the Board of Directors has one vote. Provided there is a quorum, the majority of those participating in the meeting are required to ratify a vote.

Section 8. Vacancies

- If the Immediate Past President ceases to be a trustee, the position of Immediate Past President is deemed vacant. If there is a vacancy in the position of Immediate Past-President, the current ACT President, in consultation with the Board, appoints a current trustee who has served as an ACT officer to join the Board for the remainder of the term.
- In the event the President is unable to fulfill the obligations of the office, the President-Elect completes the current President's term and assumes the role of President the following year.
- If a vacancy occurs in other elected positions (President-Elect, Secretary, Treasurer, and Members At-Large), the ACT President, in consultation with the Board, appoints a current trustee to fill the position. Any person appointed serves out the unexpired term.
- When a vacancy occurs in the Board of Directors the position is filled, without undue delay, by a majority vote of the remaining members of the Board of Directors at a scheduled meeting.

Section 9. Compensation

No member of the Board of Directors receives compensation for services rendered while acting in the capacity of their ACT position. Expenses incurred by members of the Board while carrying out official business are paid by the organization.

Section 10. Removal

Any member of the Board of Directors may be removed with or without cause at a scheduled Board of Directors meeting by vote of three-quarters (3/4) of the members of the Board if, in their judgment, the best interest of the organization. would be served.

Article VI: Nominations and Elections

Section 1. Elected positions

The elected positions of this organization are the President, President-Elect, Secretary, Treasurer, and two Members At-Large.

Section 2. Nominations

During February, the Board Governance Committee notifies ACT members in writing that it is seeking nominations for the following ACT Board of Director positions: President-Elect, Secretary, Treasurer, and two Members At-Large. Any member may nominate any other member for an open position. Members may also self-nominate.

Nominations may be made from the floor prior to the elections at the annual business meeting.

Nominees must be present to accept the nomination.

No member may be elected to, or perform the duties of, more than one elected position.

Section 3. Members At-Large

The two nominees for Member At-Large with the most votes are elected to the Board of Directors. Trustees from the same college may not serve simultaneously as Members At-Large.

Section 4. Uncontested positions

The election for uncontested positions may be by acclamation following the closing of all nominations.

Article VII: Duties of Elected Board of Director Positions

Section 1. President

The President exercises general governance oversight over the business affairs of ACT and performs all the duties incidental to the office, including presiding over all membership and Board of Directors meetings. The President retains the right to vote at all times and should exercise this right in the event of a tie vote.

Section 2. President-Elect

The President-Elect's duty is to prepare to assume the presidency. In the absence of the President, the President-Elect performs the duties of the President.

Section 3. Secretary

The Secretary is responsible for taking minutes of all membership and Board of Directors meetings, overseeing the execution and preservation of all key records, and sending all notices in accordance with the provisions of these Bylaws.

The Secretary may delegate some administrative functions of the office to the Director of ACT.

Section 4. Treasurer

The Treasurer has oversight of all ACT funds and approves payment of all bills and obligations authorized by the membership. The Treasurer ensures the organization maintains an accurate record of the collection of dues and other income and all receipts and disbursements.

The Treasurer works with the Finance and Budget Committee and the ACT Director to develop an annual budget.

The Treasurer delegates some administrative functions of the office, including maintaining ACT bank accounts, to the Director of ACT.

Section 5. Members At-Large

Members At-Large serve as full voting members on the Board of Directors and perform duties assigned by the Board or the President.

Article VIII: Committees

Section 1. Committee formation

All ACT members can volunteer to serve on a committee. Committee membership may consist of both ACT members and other members of the SBCTC system, as appropriate to the work of the committee and the expertise and representation required.

In the first quarter of the fiscal year, The ACT Board and Director finalize committee membership for the upcoming academic year. The Board of Directors may create ad hoc committees at any time during the year as needed.

Committees set their own meeting schedules, work plans, and timelines.

Section 2. Standing committees

The following are standing committees: Audit, Awards, Finance and Budget, Board Governance, Legislative Advocacy, and Trustee Education & Equity.

Section 3. Audit Committee

Membership: The Audit Committee consists of at least three members from different colleges.

Purpose & Duties:

- Audit ACT financial records after the close of the fiscal year. The committee submits their report to the ACT Board of Directors no later than September 30.

Section 4. Awards Committee

Membership: The Awards Committee consists of at least three members from different colleges.

Purpose & Duties:

- Review criteria for awards and recommend changes to the Board of Directors.
- Select individuals who meet the awards criteria to receive the respective awards at the ACT annual meeting. All eligible nominations are forwarded to ACCT for consideration for regional and national awards.

Section 5. Finance and Budget Committee

Membership: The Finance and Budget Committee is chaired by the Treasurer and consists of at least three additional ACT members.

Purpose & Duties:

- With the participation of the ACT Director, prepare and present an annual budget, including any proposed changes in dues, for review by the board and approval by the membership at the annual business meeting.

Section 6. Board Governance Committee

Membership: The Board Governance Committee is chaired by the Past President and consists of the chairs of other standing committees, at minimum.

Purpose & Duties:

- Recruit potential board members and nominate a slate of candidates to present to the membership for their vote at the annual business meeting.
- Support organizational and leadership continuity for ACT and foster the involvement of historically underrepresented populations within ACT's governance activities.
- Review the current bylaws, consider proposed changes and propose amendments for approval by the ACT Board of Directors and a vote of the membership at the annual meeting.
- In consultation with the ACT Director and Board of Directors, determine committee membership for standing and ad hoc committees. Additional committee members may be added throughout the academic year.

Section 7. Advocacy Committee

Membership. The Advocacy committee is chaired by the two LAC Co-Chairs and consists of one representative from each college.

Purpose & Duties:

- Represent ACT on SBCTC, WACTC, and ACCT legislative and advocacy committees.
- Work with the ACT Education and Equity Committee to develop and offer legislative advocacy education for trustees.
- Support, guide, and inform ACT members in their advocacy work.

Section 8. Trustee Education and Equity Committee

Membership. The Trustee Education & Equity Committee is chaired by the President-Elect and consists of at least five additional members. The ACT President serves as an ex-officio member.

Purpose & Duties:

- Advance the effectiveness of community college trustees through education, equity, and leadership development.
- Plan and deliver an annual program of professional development that enhances trustees' skills to govern in diverse and dynamic environments, keeps them abreast of issues and trends affecting their work, and provides for networking opportunities across the community and technical college system.
- Encourage diversity and inclusion among trustees and in trustee work and advise the ACT board on strategies to strengthen links with and participation by underrepresented membership.
- Encourage trustees to participate in ACCT activities and events.

Article IX: Corporate Staff

By agreement between ACT and the State Board for Community and Technical Colleges (SBCTC), the SBCTC provides two professional staff.

Article X: Conflict of Interest and Compensation

The ACT Board of Directors is subject to the WA State Association of College Trustees Conflict of Interest policy.

Article XI: Indemnification

Section 1. General

ACT, to the extent legally permissible, indemnifies any current or former directors, officers, board members, and volunteers against expenses actually and necessarily incurred by such individuals in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such a member, director, officer, or volunteer, except in relation to matters in which they are decreed in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. This indemnification is not deemed exclusive of any other rights to which an individual may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Article XII: Accountability

Section 1. Books and records

All books, records, and minutes of ACT are maintained at the Olympia office and may be inspected by any member of ACT or his/her attorney, for any proper purpose, at any reasonable time.

Section 2. Fiscal period

ACT operates on a fiscal year beginning July 1 and ending June 30.

Section 3. Nondiscrimination

ACT does not discriminate in its policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Article XIII: Bylaws

Section 1. Robert's Rules of Order

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

Section 2. Subordinate to state code

To the extent that any of these bylaws may be inconsistent with the code of Washington State, the Code shall control.

Article XIV: Amendments

Section 1. Articles of incorporation

The Articles may be amended in any manner at the annual business meeting by a vote of two-thirds (2/3) of the members as outlined in Article III, Section 4, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby is given to each trustee at least thirty (30) days in advance of such a meeting.

Section 2. Bylaws

These Bylaws, as adopted by ACT, may be revised or amended at the annual business meeting by a vote of two-thirds (2/3) of the members as outlined in Article III, Section 4, provided that written or emailed notice of such revision or amendment has been submitted to the membership at least thirty (30) days prior to such a meeting. However, these Bylaws may be revised or amended without notice, by unanimous consent of the membership at the annual business meeting.