AMENDED AND RESTATED BYLAWS OF
THE APPALACHIAN COLLEGE ASSOCIATION, INC.
Revised May 2019

ARTICLE I: NAME
The name of the corporation is the Appalachian College Association, Inc. (the “Corporation”).

ARTICLE II: PURPOSE
The Corporation is an organization of independent, four-year baccalaureate degree granting institutions in the Appalachian region which share the goal of service to the people of the region through higher education and related services. The Corporation shall facilitate the development and sharing of ideas, information, programs, and resources for the more effective achievement of its mission and goals. The Corporation shall foster cooperation and collaboration among its member institutions in the furtherance of service to the people of Appalachia and to the mutual benefit of member colleges.

The purpose for which the Corporation is organized is exclusively educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Service law. Notwithstanding any other provision of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III: CRITERIA FOR MEMBERSHIP AND PARTICIPATION
After June 10, 2003, any Higher Learning Commission (HLC) or Southern Association of Colleges and Schools (SACS) regionally accredited, independent, four-year college with a broad range of programs in the arts and sciences located within or contiguous to the Appalachian portion of the states of Kentucky, North Carolina, Tennessee, Virginia, and West Virginia, as defined by the Appalachian Regional Commission (“ARC”), and which can demonstrate commitment to the region, is eligible for membership in the Corporation. Membership shall require two-thirds (2/3) vote of approval by the Board of Directors.

Any institution joining the Corporation as a member after June 30, 1998, shall make a commitment to the Corporation endowment. The Board of Directors shall establish the amount of this commitment, but in no case shall it be less than the actual dollars provided to the endowment prior to the time of joining by a member institution of the same size. In addition, new institutions shall be phased into the use of endowment funds on a schedule determined by the Executive Committee.

The minimum requirements for membership are:

- accreditation by HLC or SACS;
- a primary campus location within or contiguous to the Appalachian regions of Kentucky, North Carolina, Tennessee, Virginia and West Virginia;
- a commitment to the vision of the Corporation;
• a commitment to collaboration and participation with the other member institutions;
• attendance by the president and the chief academic officer of each institution at two-thirds (2/3) of the Corporation's respective annual meetings in a three-year period, unless mitigating circumstances with notification and acceptance by the Executive Committee; and
• timely payment of membership assessments.

Membership requires a willingness to be represented at meetings held by the Corporation. Members shall receive communications regarding Corporation activities and relevant activities of member institutions.

Membership does not usually require participation in all programs sponsored or facilitated by the Corporation, nor does membership guarantee such participation. Decisions regarding participation in particular programs shall be made by the Executive Committee or a board appointed for a particular program.

Although voluntary participation is the norm, there may be occasions when participation from all member institutions is required. Any such requirements must be brought to the Executive Committee. Upon the recommendation of the Executive Committee, all members of the Board of Directors must be notified and given sufficient information and time to assess the project. Full participation from all member institutions requires a two-thirds (2/3) affirmative vote from the full Board of Directors.

Participation in individual projects requires agreement by the institution to provide required data, reports, and shared costs as necessary to fulfill the obligations of the project.

Institutions failing to make membership assessment payments within a ninety (90) day period from the time of billing will be referred to the Executive Committee for appropriate action.

The Board of Directors, by affirmative vote of two-thirds (2/3) of the full Council, may suspend or expel a member for failure to meet the minimum requirements for membership or for any other good cause determined by the Council at any regularly constituted meeting or any special meeting of the Board convened for that purpose.

Any member, whose membership is terminated for failure to meet the minimum requirements for membership or for any other good cause determined by the Board of Directors as set forth in this section, shall have no claim for reimbursement of any dues, assessments or pledges to the endowment fund of the Corporation. Any such dues, assessments or pledges shall remain the property of the Corporation, and the member shall have no further right therein.

ARTICLE IV: ORGANIZATIONAL STRUCTURE

The Corporation is an independent, not-for-profit organization first incorporated in the State of Kentucky representing the individual and collective interests of its member institutions. Its structure consists of member institutions and it is governed by a Board of Directors (“Board”) constituted of the Presidents of each of those institutions and serving as the board of directors for the Corporation. There shall be the administrative staff, an Executive Committee, a Council of Chief Academic Officers, a Nominating Committee, a Finance Committee, and other committees and task forces appointed as necessary to carry out the business of the Corporation. The work of the Corporation is accomplished
largely through its committees (standing and ad hoc). It may operate certain programs directly, or it may facilitate the creation of programs which will function among several member colleges.

The general procedures for funding programs developed by the Corporation will be determined by the Board of Directors. Funding for the programs developed by the Corporation might or might not be funneled through the Corporation, depending on the locus of actual program operations. In all cases where the Corporation is significantly involved in program development, however, proposals for funding should include budget provisions for operations of the Corporation as a legitimate overhead or indirect cost.

ARTICLE V: EXECUTIVE COMMITTEE

An Executive Committee consisting of twelve (12) members shall (subject to limitations of state regulations) conduct the business of the Corporation, including program proposal approvals, between meetings of the full Board of Directors. The Executive Committee shall consist of the Chair, Secretary/Treasurer, seven (7) presidents (2 of these may be former presidents of Corporation institutions), three (3) chief academic officers, and the President (ex officio with vote). The Chair of the Board of Directors shall also serve as Chair of the Executive Committee.

ARTICLE VI: OTHER COMMITTEES

The Nominating Committee shall be a standing committee. The Nominating Committee shall consist of the Chair of the Executive Committee, the Chair of the Council of Chief Academic Officers, and one (1) member of the Executive Committee. The committee shall elect its own chair. The Nominating Committee shall prepare a slate of members of the Executive Committee to be presented to the Board of Directors at its next annual meeting. Any Council member may nominate candidates from the floor following the presentation of the slate at the annual meeting. The Nominating Committee shall strive to maintain appropriate geographical and institutional diversity among the members of the Executive Committee.

The Council of Chief Academic Officers shall be a standing committee. The membership of this Council shall consist of the Chief Academic Officer from each member institution and the Vice President for Academic Affairs (ex officio with vote). This Council shall elect its own chair and shall nominate members for service on the Executive Committee.

The Finance Committee shall be a standing committee. This committee shall be comprised of the Secretary/Treasurer and two (2) members appointed by the Chair of the Board of Directors. The President of the Corporation shall be an ex-officio member of the committee.

All other committees shall be ad hoc committees or task forces as interests, competencies, and needs dictate and as determined from time to time by the Board of Directors. Unless specifically provided for elsewhere and approved by the Board of Directors, the Chair of the Council shall appoint all committee chairs and members as needed.

ARTICLE VII: OFFICERS

The officers of the Corporation shall be the Chair and Secretary/Treasurer of the Board of Directors and the President of the Corporation.
ARTICLE VIII: QUALIFICATIONS, ELECTION AND LENGTH OF TERMS OF THE CHAIR, SECRETARY/TREASURER, AND MEMBERS OF THE EXECUTIVE COMMITTEE

The Chair, Secretary/Treasurer and members of the Executive Committee shall be elected by the Board of Directors at its annual meeting.

The Chair and Secretary/Treasurer must be sitting presidents of member institutions at the time of their election. Officers so elected shall serve for a period of two years, from the close of one annual meeting through the next appropriate annual meeting.

The Chair and Secretary/Treasurer shall serve a maximum of two years in a particular office. Other members of the Executive Committee shall serve a maximum of three years in that particular position.

Should an Executive Committee member leave their position at a member institution, the Chair shall appoint a replacement until the next annual meeting.

Executive Committee members are expected to attend Executive Committee meetings and the annual meeting of the Board of Directors. Excessive absences, failure to fulfill the duties of an office, or inability to represent the standards of the Corporation will result in review of the Executive Committee’s membership. Removal from the Executive Committee shall be by two thirds (2/3) vote of the members of the Executive Committee. Any member of the Board of Directors may request a review.

ARTICLE IX: PRESIDENT

The Board of Directors shall appoint a President of the Corporation to carry out the directives of the Board of Directors. Appointment of the President of the Corporation shall require a majority vote of the members of the Board of Directors.

ARTICLE X: FISCAL YEAR

The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE XI: MEETINGS OF THE DIRECTORS

A. Regular Meetings: A meeting of the Board of Directors shall be held annually at a time and place to be determined by the Executive Committee and announced to the Board of Directors at least sixty (60) days in advance of such meeting.

B. Special Meetings: The Executive Committee by two-thirds (2/3) vote, or one-third (1/3) of the Board of Directors, may call a special meeting of the Board of Directors. Notice of such a meeting must be issued in writing to all directors at least fourteen (14) calendar days in advance.

ARTICLE XII: VOTING

Each member of the Board of Directors shall have one vote.

Votes on any issue by the Executive Committee or the Board of Directors can be taken in person, by mail, telephone, fax, email, or other electronic communication. Only the President of a member institution duly appointed as a Director may vote on a mail, fax, email, or telephone ballot.
Unless otherwise specified in these Bylaws, members holding one-half (1/2) of the votes entitled to be cast shall constitute a quorum.

ARTICLE XIII: INDEMNIFICATION

Each director, officer and employee of the Corporation shall be indemnified against all expenses actually and necessarily incurred by such director, officer or employee in connection with the defense of any action, suit or proceeding to which he or she has been made a party by reason of their being or having been such director, officer or employee except in relation to matters as to which such directors, officer or employee shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XIV: DUES

Annual dues are a requirement for membership. Dues are assessed on the basis of a formula which takes into account the full-time equivalent ("FTE") size of the student-body, based on the previous Fall FTE. Dues and the dues structure shall be determined by majority action of the Board of Directors.

ARTICLE XV: AMENDMENTS TO BYLAWS

These Bylaws may be amended, by two-thirds (2/3) vote of the directors, at any regular meeting or special meeting called for that purpose, provided written notice of such amendment has been given to the entire membership in writing at least sixty (60) days prior to such meeting.

ARTICLE XVI: CONFLICT OF INTEREST

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation’s interest. The body to which such disclosure is made shall thereupon determine, by a vote of two-thirds (2/3) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their other personal influence on, nor participate (other than to present factual information or to respond to questions), in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XVII: RULES

The Corporation shall follow the current edition of Robert's Rules of Order unless the Bylaws shall give specific exception.

ARTICLE XVIII: DISSOLUTION

The Corporation may be dissolved at any time by two-thirds (2/3) vote of the Board of Directors. In the event of dissolution of the Corporation, all lawful debts of the Corporation shall be paid and any
remaining assets shall be equally distributed among those institutions who are members of the Corporation in good standing at the time of dissolution and who meet the guidelines of section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. All endowments of the Corporation so distributed shall be maintained as endowments for the same purposes at the individual institutions.

CERTIFICATION

The undersigned, Secretary of Appalachian College Association, Inc., hereby certifies that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Corporation adopted by the Board of Directors on May 21, 2019.

Clayton Hess, Secretary