



**Articles of Incorporation of the Rocky Mountain Association for College Admission Counseling  
As amended May, 2012; effective June, 2012. As amended again September 2016.**

- I. The name of the organization is “The Rocky Mountain Association for College Admission Counseling” (RMACAC). RMACAC is a chartered affiliate of the National Association for College Admission Counseling (NACAC) and includes the states of Arizona, Colorado, New Mexico, Utah, and Wyoming.
- II. The registered office of the organization is Albuquerque Academy, 6400 Wyoming Blvd. NE, Albuquerque, NM, 87109. The registered agent at such address is Rafael Figueroa.
- III. The period of duration of the organization is perpetual.
- IV. The purposes for which the association is organized are exclusively educational and charitable and no other. RMACAC is an association of institutions, organizations, and individuals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. RMACAC is committed to promoting high standards which foster ethical and social responsibility among those involved in the transition process.

**The mission of RMACAC is to support and advance the work of counselors as they help students realize their full educational potential with particular emphasis on the transition from secondary schools to colleges and universities and with attention to access and equity for all students.** In accordance with this mission, RMACAC works to advance the status of the association and its members in order to gain wider recognition of RMACAC’s professional positions on behalf of all students and of practitioners who counsel students about their transition from school to college. To accomplish this mission, RMACAC, in parallel with NACAC:

- advocates for the rights of students in the college admission process;
- develops, promotes, and monitors the standards of professional behavior as set forth in the NACAC Statement of Principles of Good Practice;
- encourages the increased participation of underrepresented and underserved populations in postsecondary education and in the profession;
- furthers the professional development of all school and college admission counselors;
- provides resources and services to aid counselors in their work;
- represents the interests of the profession to students and their families, to allied professionals, to the media, to the government, and to the general public; and
- collaborates with NACAC in achieving the goals of this mission statement.

V. The classes into which members are divided, the designation of each class, and a statement of the preferences, voting rights, if any, limitations, and relative rights in respect of the members of each class are as follows: There shall be two classes of membership in the corporation—voting membership and non-voting membership. Each voting member shall have one vote on every matter that shall require action by the full membership. Non-voting members shall not have voting power. Additional classes of

members may be established by the Bylaws. The qualifications and the manner of selection of the members of each class shall be as provided in the Bylaws of the corporation.

VI. The Bylaws of the corporation may be amended only as provided therein.

VII. There shall be no shareholders of the corporation. No part of its net earnings shall inure to the benefit of any member, officer, or director of the corporation. No substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

VIII. The Executive Board and members of the corporation, in accordance with applicable law, have the exclusive authority to dissolve this corporation. Such dissolution shall require the approval of a two-thirds majority of the Executive Board and of the members, present and voting, provided that notice of such proposed dissolution has been sent to each member at least six months prior to the vote.

In the event of dissolution of the corporation, its assets not required for the payment of its liabilities and obligations, and not held upon condition requiring specific transfer or conveyance upon dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to one or more of those of this corporation and which at the time of transfer or conveyance would qualify for exemption from taxation under the provisions of section 501(a) of the Internal Revenue Code of 1954 as an organization described in section 501(c) (3) of the Internal Revenue Code of 1954, as those sections now exist or may hereafter be amended, or under the corresponding provisions of any subsequent federal income tax laws.

IX. The private property of the members of this corporation shall be exempt from corporate debts. This article shall not be subject to amendment.

X. These restated articles of incorporation (1) correctly set forth the provisions of the articles of incorporation of the corporation as here to fore and hereby amended, (2) have been duly adopted as required by law, and (3) supersede the original articles of incorporation of the corporation and all amendments thereto.



***Bylaws of the Rocky Mountain Association for College Admission Counseling (RMACAC)  
Revised April, 2016; effective April, 2016.***

**ARTICLE I – Membership**

**A. Classifications**

1. Voting members shall include the following:
  - a) Educational Institutions
    - 1) Not-for-profit two- and four-year colleges, universities and other postsecondary institutions within the RMACAC region, accredited in accordance with policies and procedures approved by the Executive Board.
    - 2) Primary and secondary schools within the RMACAC region listed in resources approved by the Executive Board.
    - 3) Not-for-profit primary and secondary school districts and college and university systems within the RMACAC region.
  - b) Organizations
    - 1) Not-for-profit community-based organizations which provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis.
    - 2) Not-for-profit organizations whose primary activities consist of working at a multi-state, national or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.
  - c) Individuals
    - 1) Persons employed by voting member institutions and organizations within the RMACAC region, or who perform the majority of their professional duties in the RMACAC region, whose professional activities consist primarily of counseling, admission, or financial aid services.

- 2) Independent educational consultants or counselors who are self-employed or employed by a company within the RMACAC region, or who perform the majority of their professional duties in the RMACAC region, who provide counseling, admission, or financial aid services to students and/or their parents.
- 3) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
- 4) Persons who were employed at a voting member institution or organization during the current year or immediately preceding membership year who are no longer employed by any member or member-eligible institution.

2. Non-voting members shall include the following:

a) Educational Institutions

- 1) Not-for-profit two- and four-year colleges, universities and other postsecondary institutions outside the RMACAC region, accredited in accordance with policies and procedures approved by the Executive Board.
- 2) Primary and secondary schools outside the RMACAC region listed in resources approved by the Executive Board.
- 3) Not-for-profit primary and secondary school districts and college and university systems outside the RMACAC region.
- 4) Degree-awarding two- and four-year colleges, universities and other postsecondary institutions within the RMACAC region that are active candidates for accreditation according to policies and procedures approved by the Executive Board.

b) Organizations

- 1) Organizations that provide products and/or services to the counseling, admission, or financial aid professions or in support of students in the transition to postsecondary education
- 2) For-Profit Organizations: For professionals who work for a business, not including educational institutions, that promote access to higher education. Businesses may provide products or services to college admission professionals or students. Must have been in business for the past three years. This category does not include Independent Counseling Professionals.

c) Individuals

- 1) Persons employed by non-voting member institutions or organizations.

- 2) Persons who are employed by institutions or organizations that have not joined RMACAC but are eligible for voting or non-voting membership.
- 3) Independent educational consultants or counselors who are self-employed or employed by a company outside the RMACAC region, or who perform the majority of their professional duties outside the RMACAC region, who provide counseling, admission, or financial aid services to students and/or their parents.
- 4) Persons who provide teaching and/or training to professionals who work with students in the transition to postsecondary education, and are employed in a post-baccalaureate or graduate program at a not-for-profit institution accredited according to policies approved by the Executive Board.
- 5) Students seeking careers in counseling, admission, or financial aid services.

3. The membership year will be from July 1 to June 30.

## **B. Approval**

1. Membership in RMACAC is a privilege made available to eligible institutions, organizations, agencies, and individuals as defined in the association's Bylaws and in criteria established by the Executive Board.
2. The Executive Board approves membership for qualifying institutions, organizations, agencies or individuals that meet the stated criteria, and file a completed application with payment of full dues.

## **C. Responsibilities of the Membership**

Members shall comply with the Statement of Principles of Good Practice (SPGP), NACAC's code of conduct, to ensure high professional standards in the recruitment of students and the transition to postsecondary education. While members are encouraged to identify themselves and their institutions as RMACAC members and subscribers to the **SPGP**, such identification shall not be used in a manner that suggests or implies endorsement by RMACAC or NACAC.

## **D. Termination of Membership**

Membership in RMACAC may be terminated by letter of resignation to the president or by action of the Executive Board for:

1. Failure to comply with the provisions of these bylaws or with the NACAC statement of Principles of Good Practice.
2. Failure to maintain requirements for membership
3. Failure to pay the annual dues within (60) days after notice from the Association.

Membership shall terminate automatically if the conditions of eligibility cease to exist or on a finding that the member was ineligible at the time the member was approved.

## **ARTICLE II**

### **Member Voting and Meetings**

1. Only voting RMACAC members in good standing on the sixtieth day prior to and through the day of any membership meeting shall be entitled to vote. Each RMACAC member, so entitled to vote, may vote in person or by proxy properly executed by the member. This proxy shall specifically identify the meeting at which the proxy may be used. No proxy shall be valid after eleven months from the date of its execution.
2. The president of RMACAC, with the approval of the board of directors, shall annually call the membership and delegates to the General Membership Meeting held in conjunction with the RMACAC Spring Conference, and to the General Membership Meeting held in conjunction with the NACAC Fall conference. Such notification shall be sent no less than 30 days prior to the commencement of the conference.
3. The president shall call the Executive Board for a special meeting of the Executive Board at any time on the request of a majority of the members of the Executive Board.
4. Notice of every General Membership Meeting shall be sent to each member entitled to vote at such meeting at least one month before the meeting. Notice of every regular or special meeting of the Executive Board shall be sent to each member of the Executive Board at least 15 days before such meetings. Each such notice of a special meeting shall state the purposes for which the meeting is called.
5. The President shall notify all RMACAC voting members by any communication methods possible should a majority of the voting members of the Executive Board approve cancellation or postponement of the General Membership Meeting in the case of an unexpected or uncontrollable event. Such notice shall include any instructions for proxy by voting on business required to maintain the association's operations until such time as it is safe to convene.

## **ARTICLE III**

### **Dues**

The annual dues of RMACAC shall be established by the RMACAC Executive Board. Dues may vary between voting and non-voting members and between and within the different categories of members designated in Article I of these Bylaws.

## **ARTICLE IV**

### **The NACAC Assembly**

1. According to NACAC Bylaws, the NACAC Assembly shall consist of delegates or their alternates, duly elected by NACAC voting members within each chartered state or regional association, in this instance, RMACAC. Each delegate and alternate delegate shall be a NACAC voting member in good standing in RMACAC by July 15 immediately preceding the next annual meeting of the Assembly. In order to remain a delegate of the Assembly, an incumbent must continue to be a NACAC voting member in good standing or the principal representative of a NACAC voting institution or organization member in good standing in RMACAC through his/her term of service. In addition, the president of RMACAC shall serve as delegate to the Assembly. Each elected delegate shall serve a term of three years, and shall take office immediately. Each president of RMACAC shall serve so long as he/she holds such office. Elected delegates shall serve no more than two consecutive terms.
2. RMACAC may elect delegates and elect or appoint alternates to the NACAC Assembly provided that such election of delegates and election or appointment of alternates for elected delegates be on the following basis:
  - a. The president of RMACAC is an Assembly delegate and a NACAC voting member.
  - b. Whenever possible, have delegate representation from each of the five states.
  - c. Whenever possible, one-half of the delegates elected by each state or regional association shall be employed by voting member secondary institutions and voting member organizations, agencies, and institutions which provide postsecondary counseling, admission, and financial aid services; and one-half of the delegates elected by RMACAC shall be employed by voting member postsecondary educational institutions. And also, whenever possible, RMACAC should make every effort to include historically underrepresented members who are eligible for candidacy as provided in Section 1 of this Article.
  - d. Only one person employed by any member organization or institution shall serve as a delegate from a specific Affiliate in the same Assembly. However, no more than two members from any one institution or organization shall serve as a delegate in any Assembly, even if they represent different Affiliates.
  - e. Sufficient numbers of qualified alternates for elected delegates shall be elected or appointed by RMACAC to fill vacancies in the Assembly so that RMACAC representation can be maintained.
  - f. Any delegate elected an officer of NACAC shall serve on the NACAC Executive Board and shall cease to be a delegate to the Assembly representing RMACAC. RMACAC shall then designate one of its alternates or elected delegates to fill the unexpired term of such officer.
3. Each member of the Assembly shall be entitled to vote on all matters presented to the Assembly for its consideration.
4. In case of an unexpected or uncontrolled event, the president of NACAC with the approval of the majority of the voting members of the Executive Board of NACAC may cancel or postpone the Assembly until such time as the delegates may convene without adversity. The Executive Board

of NACAC may provide for alternative voting procedures to elect officers and conduct other association business through proxy voting by the elected Assembly delegates.

## **ARTICLE V**

### **Officers**

1. The officers shall consist of the following members of RMACAC:
  - a. President
  - b. President-Elect
  - c. Past President
  - d. Secretary
  - e. Treasurer
  - f. Treasurer-Elect
2. The officers of RMACAC shall be elected by the voting membership at the spring General Membership Meeting and assume office immediately.
3. The president-elect shall be elected annually and shall succeed in sequence annually to the office of president and past president upon the annual completion of the term.
4. The term of office for the Secretary shall be three years.
5. The term of office for the Treasurer shall be two years.
6. The term of office for the Treasurer-Elect shall be one year.
7. An unexpired term of the president shall be completed by the president-elect who shall subsequently serve the normal term as president.
8. An unexpired term of the president-elect shall be filled from the voting membership by an appointment of the president, in consultation with the RMACAC Past President, subject to the approval of the Executive Board. The appointee shall serve only until the annual election of officers when both the president and president-elect shall be elected.
9. The balance of an unexpired term of office of any officer of RMACAC, other than the President, or President-Elect, shall be filled from the voting membership by appointment by the President, in consultation with the Past President, subject to the approval of the Executive Board.
10. Any officer may be removed from office at any time upon the affirmative vote of two-thirds of the voting members of the Executive Board.



## **ARTICLE VI**

### **Election and Continued Eligibility of Officers and Delegates to the Assembly**

1. The officers of RMACAC shall be elected at the annual meeting held at the Regional Conference of RMACAC. The election shall be conducted as follows:
  - a. The RMACAC President shall preside over the election of officers.
  - b. The Governance and Nominating Committee shall present to the membership a slate of a candidate or candidates for each office to be filled.
  - c. The election shall be by paper or electronic ballot or survey. If an electronic ballot is used, the results shall be tabulated and announced at the RMACAC annual meeting.
  - d. The ballot or survey instrument shall be sent to all voting members at least thirty days prior to the spring meeting.
  - e. A candidate receiving a majority of the votes for the office for which he or she is a candidate shall be elected.
  - f. In the absence of a majority, the candidate receiving the lowest number of votes shall be withdrawn and additional ballots taken until a majority is reached.
2. Delegates to the Assembly shall be elected or appointed in each case not later than July 15 of the year in which they may be seated in the Assembly.
3. In order to remain as delegates of the Assembly and/or officers of RMACAC, incumbents must continue to qualify as RMACAC voting members and NACAC voting members. Each officer or delegate shall continue to be qualified for up to 60 days following a change in his/her employment.

## **ARTICLE VII**

### **Duties of Officers**

1. The president of RMACAC shall:
  - a. Conduct the business of the association in a professional manner, focusing on the development of and adherence to these bylaws and to the RMACAC Financial Policy attached herein as Exhibit A.
  - b. Call, set agendas, and preside at all meetings of the association and Executive Board.
  - c. Serve as the official spokesperson for the association.
  - d. Serve as the primary link between RMACAC and NACAC.

- e. Appoint the members of the ad hoc committees and replace any vacancies that occur in the committees of the association during his/her term, subject to the approval of the Executive Board.
  - f. Convene and preside over regular meetings of the Finance Committee and maintain direct and regular communication with its members.
  - g. Perform other such duties as instructed by official action of the Executive Board or the voting membership.
  - h. Submit an annual report to the membership at the annual spring meeting.
  - i. Serve as one of RMACAC's official delegates to the NACAC Assembly.
  - j. Notify the NACAC Executive Director upon election of President, President-Elect, and assembly delegates.
2. The President-Elect of RMACAC shall:
- a. Serve as Conference Chair and be responsible for the coordination of the annual spring RMACAC conference..
  - b. Serve as an alternate delegate to NACAC as needed.
  - c. In the absence or disability of the president, he/she shall have all the powers and shall perform all the duties of the president without prejudice to his/her term of office as president-elect.
3. The Past President of RMACAC shall:
- a. Serve as Chairperson of the Governance and Nominating Committee.
  - b. Serve *ex officio* on any assigned committees.
  - c. Review RMACAC's Constitution and By-Laws for consistency with NACAC governing documents and report as required to NACAC.
  - d. Serve as Chief Delegate to the NACAC Assembly.
4. The Treasurer of RMACAC is responsible for reviewing and assessing the fiscal status of the association and shall:
- a. Maintain fiduciary records of the association including sending statements, overseeing the collection of dues, paying bills, and performing other necessary financial transactions.
  - b. Report the annual budget and financial condition of the association to the Executive Board and the membership on a biannual basis.
  - c. Provide training and supervision for the Treasurer-Elect to prepare them to assume the duties of treasurer.

- d. Review and report on the association's investment strategies, revenue generation and endowment.
  - e. Maintain insurance for the association and comply with all reporting required for tax exempt status and business registration.
  - f. Ensure an annual review of the association's financial records and report the results to all members.
5. The Treasurer-Elect of RMACAC shall:
- a. Be elected every other year for a one year term commencing at the Spring Membership Meeting.
  - b. Perform duties assigned by the Finance Committee, with the goal of having the Treasurer-Elect gain familiarity with the financial operations of RMACAC.
  - c. Upon satisfactory completion of that term, the Treasurer-Elect shall assume the office of Treasurer for a two year term. If Treasurer-Elect cannot or is not suitable to serve as Treasurer, a new Treasurer-Elect shall be appointed by the President with approval of the Executive Board and the term of the current Treasurer will be extended for one year.
6. The Secretary of RMACAC shall:
- a. Record and report to the voting members the minutes of the Executive Board and General Membership meeting at each of their regular meetings.
  - b. Be responsible for such correspondence as is referred to him/her.
  - c. Collect and keep the association's official records, historical data, and archival records.

## **ARTICLE VIII**

### **Executive Board**

1. The Executive Board of RMACAC shall consist of the Officers, Standing Committee Chairpersons and Delegates.
2. The Executive Board shall have as its primary purpose to provide general direction and policies for RMACAC. The Executive Board shall, except as otherwise provided herein, have the authority to direct the affairs of RMACAC. Each member of the Executive Board shall:
  - a. Participate in the administration of the corporation, planning the association programs, evaluating the association's effectiveness, budgeting and exercising financial stewardship on all matters.
  - b. Assist the president and perform such other duties as they pertain to his/her office.

- c. Advocate for the profession, for the members, and for public policy at the state and federal levels.
  - d. Address multicultural concerns and infuse diversity and access into the goals, programs and policies of RMACAC.
  - e. Work within the association to implement professional development opportunities for use by their committee leadership.
  - f. Maintain working relationships with the committees.
  - g. Develop and implement the RMACAC strategic plan.
3. Each member of the Executive Board shall be entitled to vote on all matters presented to the Executive Board for its consideration.
  4. All Executive Board members must be current RMACAC voting members.

## **ARTICLE IX**

### **Committees**

1. There shall be the following committees of the association:
  - a. The Admission Practices (AP) Committee shall investigate, with the assistance of the NACAC AP committee, allegations of violations of the NACAC Statement of Principles of Good Practice which are brought to its attention by means of written notification; seek to resolve these allegations by communication with the organization, individual, or institution who is alleged to be in violation and seek to agree on alternate practices which will be in compliance with the statement; refer cases where resolutions of violations has not occurred in a reasonable amount of time; maintain confidentiality (excepting with President, AP Committee, and other individuals who need to be involved) regarding the cases with which it is dealing. Due to the often unexpected nature of complaints, the AP Committee is led by Co-Chairs to ensure that committee leadership is always available. Whenever possible, at least one Delegate will serve as co-chair. The co- chairs of the committee will serve as RMACAC's representatives to NACAC.
  - b. The Advancement Committee shall be responsible for initiating, and overseeing RMACAC fundraising activities. Its main duties are to set policies, priorities, and goals for fund-raising programs for the current fiscal year and review the ongoing performance of each campaign.
  - c. The College Fair Committee shall liaison with National College Fair Coordinator for events in the region; communicate (by providing information as well as serving as a resource) with the local chair for each of the RMACAC College Fairs; inform the Executive Board of the status of each of the RMACAC college fairs.

- d. The Government Relations Committee shall communicate information regarding school and college admission counseling to federal and state legislative bodies and act as a liaison to legislative committees or officers of other like-minded organizations. The committee shall develop a state/regional advocacy network to educate members and all publics on postsecondary education issues and priorities.
- e. The Inclusion, Diversity, Equity, and Access (IDEA) Committee shall develop programs which will assist in the expansion of access of Post-secondary educational opportunities for those who have traditionally been underrepresented. The chair of the committee shall coordinate and communicate with the NACAC Inclusion, Access, and Success (IAS) Chairperson, maintaining an open flow of information and support between the two organizations and shall serve as RMACAC's representative to NACAC.
- f. The Membership Committee shall be responsible for membership recruitment and reporting for RMACAC; coordinate membership promotional activities and materials for RMACAC; serve as RMACAC's representative to NACAC.
- g. The Professional Development Committee shall design and implement programs in the region which assist the professional development of college admission at both the secondary and the Postsecondary levels; coordinate and communicate with the NACAC Professional Development Chairperson, maintaining an open flow of information and support between the two organizations; serve as RMACAC's representative to NACAC.
- h. The Technology Committee shall take responsibility for the RMACAC website and event management system; oversee RMACAC blogs and social media accounts; maintain RMACAC jobs board, sit on RMACAC Conference Committee, serve as RMACAC's technology representative to NACAC.
- i. The Communications Committee shall take responsibility for marketing and communication of RMACAC activities and issues through various media including the production and distribution of RMACAC newsletter and other publications; produce content for RMACAC blogs and social media accounts, oversee RMACAC distribution lists; sit on RMACAC Conference Committee, serve as RMACAC's communications representative to NACAC.
- j. The Finance Committee shall be comprised of the President-Elect, President, Past President, Treasurer, Treasurer-Elect, Membership Chair, College Fair Committee Chair, and Advancement Committee Chair and is chaired by the President. The committee shall monitor the finances of the organization and approve all budgetary requests.
- k. The Governance and Nominating Committee shall be comprised of the President-Elect, President, and Past-President and is chaired by the Past-President. The committee shall recommend amendments to the Bylaws for submission to the membership, subject to the approval of the Executive Board. This committee shall also review all other proposed amendments to the Bylaws and provide recommendations to the Executive Board. The Governance and Nominating Committee shall nominate a slate of one or more nominees for each elected position on the Executive Board to be elected for such year. Former Past-Presidents of RMACAC may be consulted in developing the slate of nominees.

2. The Executive Board may assign other duties to any of the committees. The authority granted to these committees by these Bylaws and the Executive Board shall not be exercised in a manner which is inconsistent with Executive Board actions previously taken.
3. Each committee shall be chaired by a RMACAC voting member who is responsible for the oversight and administration of the committee's stated responsibilities.
  - a: All RMACAC committee members must be current RMACAC members, voting or non-voting.
4. Each committee chair shall present an annual written report to the president in the form prescribed by the Executive Board detailing his/her activities. These reports shall be distributed to the Executive Board and made available to all members.
5. Any member of a committee may be removed from service at any time, upon the affirmative vote of two-thirds of the voting members of the Executive Board.

## **ARTICLE X**

### **Calling of Meetings**

1. The president of RMACAC shall annually call the membership and delegates to the General Membership Meeting held in conjunction with the RMACAC Spring Conference, and to the General Membership Meeting held in conjunction with the NACAC Fall conference. Such notification shall be sent at least one month prior to the commencement of the conference.
2. The president shall call the Executive Board for a special meeting of the Executive Board at any time on the request of a majority of the members of the Executive Board.
3. Notice of every General Membership Meeting shall be sent to each member entitled to vote at such meeting at least one month before the meeting. Notice of every regular or special meeting of the Executive Board shall be sent to each member of the Executive Board at least 15 days before such meetings. Each such notice of a special meeting shall state the purposes for which the meeting is called.
4. The President shall notify all RMACAC voting members by any communication methods possible should a majority of the voting members of the Executive Board approve cancellation or postponement of the General Membership Meeting in the case of an unexpected or uncontrollable event. Such notice shall include any instructions for proxy by voting on business required to maintain the association's operations until such time as it is safe to convene.

## **ARTICLE XI**

### **Parliamentary Authority**

The latest edition of *Robert's Rules of Order* shall govern all membership, Executive Board, committee, and ad hoc meetings of RMACAC when they are not inconsistent with these Bylaws and any special rules of order the association may adopt.

## **ARTICLE XII**

### **Quorum**

1. One-tenth of the voting members of RMACAC entitled to vote and registered at the national conference on the close of registration the day preceding the General Membership Meeting shall constitute a quorum for any General Membership Meeting held in conjunction with the NACAC national conference when such a meeting has been called in accordance with these bylaws.
2. One-tenth of the voting members of RMACAC entitled to vote and registered at the spring RMACAC conference on the close of registration the day preceding the General Membership Meeting shall constitute a quorum for any General Membership Meeting held in conjunction with the RMACAC spring conference when such a meeting has been called in accordance with these bylaws.
3. A majority of the voting members of the Executive Board shall constitute a quorum.

## **ARTICLE XIII**

### **Amendments**

These Bylaws may be amended at any General Membership Meeting of RMACAC by two-thirds vote of the voting RMACAC members attending and entitled to vote, provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting.

## **ARTICLE XIV**

### **Indemnification**

RMACAC shall indemnify any persons who are serving or have served as RMACAC officers, directors, employees, agents, or other persons who are or have served at RMACAC's request as Officers, Directors, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law. RMACAC may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.