

BYLAWS

OF

ROCKY MOUNTAIN ASSOCIATION FOR COLLEGE ADMISSION, INC.

September 30, 2024

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**BYLAWS
OF
ROCKY MOUNTAIN ASSOCIATION FOR COLLEGE ADMISSION COUNSELING, INC.**

All Article and Section references within these Bylaws are to these Bylaws.

**Article I.
Name, Offices and Definitions**

1.01 Name.

The name of this organization is Rocky Mountain Association for College Admission Counseling, Inc. ("RMACAC" or the "Corporation").

1.02 Business Offices.

RMACAC will continuously maintain a principal office, which may be located inside or outside of Colorado. The street address and mailing address, if different, of the principal office can be found on the Colorado Secretary of State's website. RMACAC may change the location of the principal office at any time by filing a statement of change with the Colorado Secretary of State. RMACAC may maintain business offices in other locations as well.

1.03 Registered Office.

RMACAC will continuously maintain a registered agent and registered agent address located in Colorado. The registered agent address must be the street address and mailing address, if different, of the registered agent's home or usual place of business. RMACAC may change the registered agent or address at any time by filing a statement of change with the Colorado Secretary of State.

1.04 Definitions.

All capitalized terms used in these Bylaws shall have the meanings set forth below unless defined elsewhere in these Bylaws:

(a) "**Act**" refers collectively to the Colorado Revised Nonprofit Corporation Act and the Colorado Corporations and Association Act, both as amended, and the corresponding provisions of any subsequent laws.

(b) "**Directors**" has the meaning as provided for in Section 5.02(a).

(c) "**Executive Board**" means RMACAC's board of directors, designated as the governing body of RMACAC under Article V.

(d) **“Governing Documents”** means collectively RMACAC’s Articles of Incorporation, these Bylaws, and RMACAC’s Policies and Procedures Manual.

(e) **“Good Standing”** has the meaning as provided for in Section 3.06.

(f) **“NACAC”** means the National Association for College Admission Counseling.

(g) **“Policies and Procedures Manual”** means that corporate document containing RMACAC’s policies and procedures, updated from time to time by the Executive Board and addressing among other topics, the duties and responsibilities of RMACAC’s Officers, the duties of RMACAC’s Committee Chairpersons and its Committees, RMACAC membership provisions beyond what is contained in these Bylaws, and such other policies and procedures that the Executive Board puts into effect from time to time. In the event of a discrepancy between these Bylaws and RMACAC’s Policies and Procedures Manual, the terms of these Bylaws control unless the Act or RMACAC’s Articles of Incorporation require otherwise.

(h) **“RMACAC Territory”** means the area defined in Section 2.03.

Article II.

Purposes, NACAC Affiliation, and RMACAC Territory

2.01 Purposes.

The purposes of RMACAC are as stated in RMACAC’s Articles of Incorporation.

2.02 NACAC Affiliation.

RMACAC is an approved chartered affiliate of NACAC.

2.03 RMACAC Territory.

As an affiliate of NACAC, RMACAC’s designated and approved territory consists of Arizona, Colorado, New Mexico, Utah, and Wyoming (the “RMACAC Territory”). The RMACAC Territory is reflected in RMACAC’s voting member eligibility provisions of these Bylaws.

Article III.

Membership

3.01 Generally.

(a) Membership is made available to eligible educational institutions, organizations, and individuals. Membership eligibility, rights, and obligations are stated in these Bylaws, with additional criteria and policies applicable to membership as established by the Executive Board from time to

time in RMACAC's Policies and Procedures Manual. Any institution, organization, or individual that is willing to support the mission, vision, values, and strategic priorities of RMACAC, and that meets the criteria in these Bylaws and in the Policies and Procedures Manual, may be admitted to membership or may renew their membership.

(b) RMACAC will have the categories of voting and non-voting membership designated in this Article III.

(c) Individual memberships belong to and shall be held in the name of the individual, regardless of who pays the dues.

(d) Institutional and organizational memberships belong to and shall be held in the name of the institution or organization, but each institutional and organizational member shall identify all individuals included in their institutional or organizational membership, as well as designate a primary contact. See Section 3.06(d) regarding voting and meeting attendance by institutional and organizational members.

(e) Whenever the terms "members" or "membership" are used in these Bylaws without further modification, they refer to all members of every classification. Whenever the terms "voting members" or "voting membership" are used, they refer only to the members with the right to vote on membership matters.

3.02 Eligibility: Voting Membership.

The categories of institutions, organizations, and individuals eligible to become voting members of RMACAC are as follows:

(a) **Educational Institutions.**

- (1) Not-for-profit two- and four-year colleges, universities, and other postsecondary institutions located within the RMACAC Territory, accredited in accordance with RMACAC's policies and procedures as approved by the Executive Board from time to time.
- (2) Primary and secondary schools located within the RMACAC Territory and listed in resources approved under RMACAC's policies and procedures as approved by the Executive Board from time to time.
- (3) Not-for-profit primary and secondary school districts and college and university systems located within the RMACAC Territory.

(b) **Organizations.**

- (1) Not-for-profit community-based organizations located within the RMACAC Territory 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 located within the RMACAC Territory 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 whose professional activities consist primarily of providing counseling, admission, or financial aid services to students and/or their parents, and who are employed by voting member institutions or voting member organizations within the RMACAC Territory, or who perform the majority of their professional duties in the RMACAC Territory.
- (2) Persons whose professional activities consist primarily of providing counseling, admission, or financial aid services to students and/or their parents and are employed by a voting member-eligible institution, organization, or community-based organization, but which institution or organization is not a member of RMACAC.
- (3) Independent educational consultants or counselors whose professional activities consist primarily of providing counseling, admission, or financial aid services to students and/or their parents, and who are either self-employed and perform the majority of their professional duties in the RMACAC Territory, or who are employed by a company located within the RMACAC Territory, or who perform the majority of their professional duties for that company within the RMACAC Territory.
- (4) Retired persons, regardless of their residence location in their retirement who, prior to retirement, were actively engaged within the RMACAC Territory in providing counseling, admission, or financial aid services to students and/or their parents.
- (5) Persons employed at a public university system office that is located within the RMACAC Territory and who are charged with supervising admissions and enrollment management activities, or, if the public university system is not

located within the RMACAC Territory, they perform the majority of their professional duties for the public university within the RMACAC Territory.

- (6) Persons employed at a school system district office located within the RMACAC Territory and charged with supervising counseling activities, or, if the school system district office is not located within the RMACAC Territory, they perform the majority of their professional duties within the RMACAC Territory.

3.03 **Eligibility: Non-Voting Membership.**

The categories of institutions, organizations, and individuals eligible to become non-voting members of RMACAC are as follows:

(a) **Educational Institutions.**

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

(b) **Organizations.**

- (1) Organizations wherever located that provide products and/or services to the student counseling, school admission, or financial aid professions, or in support of students in transition to postsecondary education.

(c) **Individuals.**

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

- (2) Persons employed by institutions or organizations, which institutions or organizations have not joined RMACAC but which are eligible for either a voting or non-voting membership.
- (3) Independent educational consultants or counselors who provide counseling, admission, or financial aid services to students and/or their parents, and who are self-employed outside the RMACAC Territory, or employed by a company located outside the RMACAC Territory, or who as part of their job duties perform the majority of their professional duties outside the RMACAC Territory.
- (4) Persons who teach and/or provide training to professionals who are working 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 RMACAC's policies and procedures as approved by the Executive Board from time to time.
- (5) Students seeking careers in education counseling, admission, or financial aid services that serve students and/or their parents.
- (6) Persons formerly employed either by a voting member institution or a voting member organization during the current membership year or the year immediately preceding the current membership year, and who are no longer employed by any member or member-eligible institution or organization.

3.04 Admission, Renewal, and Term.

(a) The membership admission and renewal process shall be as provided for in the Policies and Procedures Manual.

(b) Membership is based on a calendar year commencing July 1 and extending through to June 30.

3.05 Dues and Procedure.

The Executive Board shall determine from time to time: (i) the annual membership dues, which may vary between voting and non-voting members and between and within the different classifications of membership; (ii) the applicable payment schedule, including grace periods, if any; and (iii) rules and procedures for the manner and method of payment.

3.06 **Membership Rights, Privileges and Obligations.**

All members in Good Standing are entitled to such benefits and privileges, and are subject to such obligations, as provided in these Bylaws and as the Executive Board may further establish from time to time in the Policies and Procedures Manual.

Whenever the term “Good Standing” is used with regard to RMACAC’s membership, it refers to a member whose dues are current, who is otherwise in compliance with such other member requirements delineated in these Bylaws or in the Policies and Procedures Manual, and whose membership has not been terminated under Section 3.08.

(a) Only voting members that are in Good Standing as of the sixtieth day prior to and through the day of a vote are entitled to vote on a matter put to the voting membership.

(b) Voting members in Good Standing are entitled to vote on:

- (1) The election of Committee Chairpersons and Officers, and therefore the election of RMACAC’s Directors per Section 5.02(a).
- (2) Amendment of these Bylaws.
- (3) Any other matter requiring voting membership approval under the Act, RMACAC’s Articles of Incorporation, these Bylaws, or on any matter submitted to a vote by resolution of the Executive Board.

(c) Members are entitled to attend designated member meetings.

(d) Voting and meeting attendance by institutional and organizational memberships shall only occur through the individuals designated by the institutional or organizational member as being included in such memberships.

(e) Members shall timely pay member dues.

(f) Member shall timely contact RMACAC in the event there is a change in their membership eligibility, status, or designations.

(g) Members are entitled to such other benefits and privileges, and subject to such other obligations, policies, and procedures, as may be established from time to time by the Executive Board and delineated in the Policies and Procedures Manual.

3.07 Transfer of Membership.

Membership in RMACAC is not transferable. Members have no ownership rights or beneficial interests of any kind in RMACAC's property.

3.08 Termination of Membership.

(a) A member may terminate their membership by notice to the President or Secretary or their designees.

(b) Membership may be terminated by action of the Executive Board for:

- (1) Failure to observe and maintain the requirements for membership, including but not limited to failure to pay the annual membership dues within 60 days after notice from RMACAC.
- (1) Failure to otherwise comply with the provisions of these Bylaws or the Policies and Procedures Manual provisions applicable to membership.
- (2) Other good cause as determined by the Executive Board.

(c) Membership shall terminate automatically if the conditions of membership eligibility cease to exist or upon a finding by the Executive Board that the member was ineligible for membership at the time membership was approved.

Article IV. Membership Meetings.

4.01 Annual General Membership Meetings.

(a) Two General Membership Meetings of the members shall occur annually, as follows:

- (1) the Spring General Membership Meeting, which is RMACAC's first annual membership meeting that is typically held in conjunction with the RMACAC Spring Conference, the purposes of which are to install newly elected Officers and Committee Chairpersons, each of whom also serve as a Director per Section 5.02(a), and to transact such other business as may come before the meeting; and
- (2) the Fall General Membership Meeting, which is RMACAC's second annual membership meeting that is typically held in conjunction with the NACAC Fall Conference, the purpose of which is to transact such business as may come before the meeting.

(b) Upon a majority vote of the Directors then in office, the Executive Board may cancel or postpone either General Membership Meeting in the event of an unexpected or uncontrollable event that prevents holding the meeting.

(c) Failure to hold either or both annual meetings shall not work a forfeiture or dissolution of RMACAC or invalidate any action taken by the Directors or Officers; further, in such case, any Officer and Committee Chairperson newly elected by written ballot, and thereby automatically serving as a Director per Section 5.02, will assume their office or position commencing on the fifteenth day of the month following the month of their election.

4.02 Special Meetings.

A special meeting of the voting members, for any purpose, may be called by the President, and shall be called by the President or the Secretary upon the written request of a majority of the Directors then in office, or of the voting members having at least twenty-five percent of the votes entitled to be cast at such meeting. The President may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

4.03 Place of Meetings.

Each meeting of the members is to be held on such dates and at such times and places as determined by the Executive Board, the meetings to be called by the President, with the preferred but not required location to be within the RMACAC Territory when held in person and when reasonably practicable and not in conflict with a NACAC meeting location.

4.04 Participation by Telephone or Electronic Media.

The Executive Board may, but is not required to, permit members to participate in any annual, regular or special meeting of the membership by, or to conduct the meeting through the use of, any means of communication where all persons participating can hear each other during the meeting. A member participating in this manner will be considered present in person at the meeting.

4.05 Notice and Waiver.

Notice of each meeting of the membership stating the place, date, and time of the meeting, and, for a special meeting the purpose(s) of the meeting, shall be given at least 30 days and no more than 60 days before the meeting. Notice will be delivered by or at the direction of the President or the Secretary, or other officer or person calling the meeting. Notice may be provided by telephone, facsimile, e-mail, or other wireless communication approved by the Executive Board, or by first class mail, postage pre-paid.

If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of RMACAC, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission, or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Notice shall also be posted on RMACAC's website at least 30 days before the meeting, and updated as needed.

A member may waive the required notice of any meeting of the membership before, during, or after the meeting. The waiver must be in writing and signed by the member, and delivered to RMACAC for filing in the minutes or RMACAC's corporate records (although delivery and filing of the waiver are not conditions for effectiveness). A member's attendance at any meeting constitutes a waiver of the required notice for that meeting unless at the beginning of the meeting, the member objects to holding the meeting or transacting business because of lack of notice or defective notice.

4.06 **Quorum and Voting.**

(a) **Meeting Quorum; Ballot Quorum.**

- (1) **Meeting Quorum.** If meeting in person, and except as otherwise required by the Act, RMACAC's Articles of Incorporation, or these Bylaws, ten percent of the voting members present at a meeting entitled to vote on a matter shall constitute a quorum of the voting members with respect to such matter.
- (2) **Written Ballot In Lieu of Meeting.** If voting by written ballot in lieu of a meeting, and except as otherwise required by the Act, RMACAC's Articles of Incorporation, or these Bylaws, ten percent of the voting members entitled to vote on a matter shall constitute a quorum of the voting members with respect to such matter.

(b) **Action Approval.**

- (1) Except for the election of the Committee Chairpersons and Officers, addressed in Section 4.06(b)(2), an action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action unless a higher vote is otherwise required by the Act, the RMACAC's Articles of Incorporation, or these Bylaws.
- (2) The election of the Committee Chairpersons and Officers, each also serving as a Director per Section 5.02, will typically be conducted by written ballot in accordance with Section 4.07, and in advance of the annual Spring General

Membership Meeting. Provided there is a quorum of participation, then for each open position, each candidate with a majority of the votes for the position or office for which they are a candidate shall be elected. In the absence of a majority, the candidate receiving the lowest number of votes shall be withdrawn and another election with the remaining candidates for that same position or office will be held as soon as practicable until a majority is reached. In the event of a tie vote, there shall be another election for that position or office. Otherwise, voting shall be handled in accordance with Section 4.06(b)(1).

(c) **Voting Rights.** Each individual voting member, and each individual designated by their institutional or organizational voting member employer as part of their employer's membership, is entitled to one vote on each matter put to a voting membership vote. Cumulative voting is not allowed. Voting members may vote pursuant to a voting agreement if the agreement is filed with the RMACAC's Secretary prior to the vote.

(d) **Membership List.** The Executive Board is not required to prepare a membership list prior to any meeting, or prior to any vote of the voting membership by written ballot in lieu of a meeting.

(e) **No Proxies.** Member voting by proxy is not permitted.

4.07 Action by Written Ballot In Lieu of Meeting.

Any action required or permitted to be taken at a meeting of the membership may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the membership.

(a) **Distribution of Ballots.** RMACAC must deliver one ballot to each voting member in the same manner as notice is delivered to the voting membership under this Article IV. The ballot must be accompanied by a written communication that: 1) indicates the number of votes (not including abstentions) needed to meet the quorum requirement; 2) states the percentage of votes needed to pass each measure; 3) specifies the time by which the ballot must be received by RMACAC to be counted; and 4) be accompanied by written information sufficient to permit each voting member casting a ballot to reach an informed decision on the measure(s).

(b) **Content of Ballots.** Each ballot must state each measure to be voted upon and give the voting members an opportunity to vote for or against each measure, and provide a reasonable time in which to return the ballot. In the case of the election of Committee Chairpersons and Officers, each also serving as a Director per Section 5.02, the ballot must instead identify the individuals nominated for each position. Ballot responses may be by written document or by electronic method of conveying a vote, as set by the President.

(c) **Action by Ballot.** An action will be considered taken by the membership by written ballot in lieu of a meeting if: 1) the number of votes cast by the members (not including abstentions) within the time specified equals or exceeds the quorum required under Section 4.06(a)(2); and 2) except in the case of the election of Committee Chairpersons and Officers, the number of affirmative votes equals or exceeds the number of votes that would be required under Section 4.06(b)(1) unless a higher vote is required by the Act, RMACAC's Articles of Incorporation or these Bylaws. The election of Committee Chairpersons and Officers, each also serving as a Director per Section 5.02, is as provided for in Section 4.06(b)(2). A ballot may not be revoked. All ballots will be filed with the Secretary and maintained in RMACAC's corporate records for at least one year.

Article V.

Board of Directors ("Executive Board")

5.01 General Powers.

Unless the Act, RMACAC's Articles of Incorporation, or these Bylaws provide otherwise, all corporate powers will be exercised by or under the authority of, and the business and affairs of RMACAC will be managed by, its board of directors, which body is known as and referred to in the Governing Documents as the "Executive Board".

5.02 Composition and Number.

(a) Each Committee Chairperson elected by the voting membership to chair an Executive Board Standing Committee, and each Officer elected by the voting membership, shall automatically be a Director for so long as he/she serves in such position or office. RMACAC shall therefore have Directors whose number shall not exceed and reflect the combined total of the Committee Chairpersons and Officers elected by the voting membership to such position or office.

(b) For the designations, qualifications, nomination, election, and related provisions concerning Officers, see Article VI. For the same provisions concerning Directors who are Committee Chairpersons, see this Article V. For purposes of this Article V, Committee Chairpersons means chairpersons of the Executive Board's Standing Committees and will be referred to as "Director(s)/Committee Chairperson(s)". Whenever the term "Director" is used without a further modifier, it refers to all Directors.

5.03 Qualification.

(a) A Director/Committee Chairperson must be a natural person who is age 18 or older, but need not be a resident of Colorado.

(b) A Director/Committee Chairperson must be a voting member in Good Standing of RMACAC and be a voting member of NACAC, and remain so for the duration of their service, except

that an individual will continue to be qualified to serve as a Director/Committee Chairperson for up to 180 days following a change in their RMACAC membership eligibility status that is due solely to a change in their employment.

(c) Before an individual may be nominated to serve as a Director/Committee Chairperson, he/she shall: (1) show a commitment to and understanding of RMACAC's exempt purposes, activities, and mission; (2) demonstrate, as applicable, he/she has the support of their respective employer and supervisor for their service on RMACAC's Executive Committee; and (3) have the capability and a commitment to travel and attend Executive Board related obligations including but not limited to meetings.

5.04 Nomination and Election.

(a) **Nomination.** Each year and prior to the Spring General Membership Meeting, the Executive Board will identify the open Director/Committee Chairperson positions to be filled, and through the Governance and Nominations Committee, shall prepare and present a slate of candidates to the voting membership. Nominations may be sought or received from the voting membership for individuals that meet the qualifications in Section 5.03. Nominations will be administered in accordance with these Bylaws and the Policies and Procedures Manual.

The election of Director/Committee Chairperson shall be conducted by written ballot in lieu of a meeting, in accordance with Section 4.07, and in advance of the annual Spring General Membership Meeting. If the election is not held prior to the annual General Membership Meeting it will be held as soon thereafter as is reasonably practicable; in such case, any Director/Committee Chairperson newly elected by written ballot will assume office commencing on the fifteenth day of the month following the month of their election.

5.05 Tenure.

(a) Except for the Officers also serving as Committee Chairpersons by virtue of their position as an Officer, all other Directors who are Committee Chairpersons elected by the voting membership shall hold office commencing from the end of the membership meeting following their election, to serve for a 3 year term, and thereafter until their successors have been elected and qualified, or until their death, resignation, or removal.

(b) The term of a Director who is an Officer, regardless of whether that individual also serves as a Committee Chairperson by virtue of their elected position as an Officer per Section 5.17(b), will be commensurate with the period that individual serves as an Officer per the provisions of Article VI.

5.06 Resignation, Removal and Vacancies.

A Director/Committee Chairperson may resign, in which event that individual is resigning from both their position as a Committee Chairperson and a Director, and may do so at any time by giving written notice to the President or the Secretary. His/her resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation is not necessary to make it effective. A Director/Committee Chairperson shall be deemed to have resigned in the event of his/her incapacity as determined by a court of competent jurisdiction or upon his/or her failure to meet the qualifications or requirements of their position and office set forth in these Bylaws and the Policies and Procedures Manual, and shall also be deemed to have resigned in the event he/she fails to attend either in person, or through other means allowed under Section 5.09, the majority of regular Board meetings during a 6-month period, and his/her failure to attend is confirmed by a majority vote of the Board. Directors/Committee Chairpersons may be removed by the voting members, with or without cause, in accordance with the Act.

A vacancy in the position of a Director / Committee Chairperson may be filled by a majority vote of the remaining Directors in office and upon recommendation by the President. A Director/Committee Chairperson elected to fill a vacancy shall hold the office for the unexpired term of his/her predecessor in that position and office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director / Committee Chairperson may not take office until the vacancy occurs.

5.07 Regular Meetings.

The Executive Board shall meet four times annually, typically once every quarter of each year, at the time and place determined by the Executive Board, for the transaction of such business as may come before the meeting. The Executive Board may provide by resolution for the holding of additional regular meetings. To the greatest extent possible, regular meetings shall be held on a consistent week, day, and time.

5.08 Special Meetings.

Special meetings of the Executive Board may be called by or at the request of the President or a majority of the Directors then in office. The President or the persons(s) calling the meeting may fix the time and place for holding any special meeting of the Executive Board.

5.09 Place and Conduct of Meetings.

Each meeting of the Executive Board shall be held at a location designated in the notice of meeting. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A Director so participating is deemed to be present in person at the meeting.

5.10 Notice and Waiver.

Upon Executive Board approval, the President may issue notice of a change in the time and place for any regular meeting of the Executive Board (including the annual meeting) by providing notice of the change to each Director at least 15 days prior to the meeting. Notice of any special meeting must be given to each Director at least 15 days prior to the meeting and state the purpose for which it is called. Notice may be given in person or by personal delivery; by mail or private carrier; or by telephone, facsimile, email, or other form of wire or wireless communication. The method of notice can be different for each Director. If mailed, notice will be considered delivered on the earlier of: 1) the date received; 2) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed first class mail; and 3) the date on the return receipt, if mailed registered or certified mail, return receipt requested, and the receipt is signed by or for the addressee. Notice transmitted by facsimile, email, or other means, notice will be considered delivered upon receipt.

When notice is required to be given to any Director under these Bylaws, a waiver in writing signed by the person entitled to that notice, whether before or after the meeting, shall be the equivalent of giving notice. Such waiver shall be delivered to RMACAC for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. Furthermore, attendance at any meeting shall constitute a waiver of notice unless: (a) at the beginning of the meeting or promptly upon the director's later arrival, he/she objects to holding the meeting or transacting business because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (b) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, he/she objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

5.11 Assent to Action.

A Director that attends or participates in any meeting when corporate action is taken will be considered to have assented to all action taken at the meeting, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the Director objects to holding the meeting or transacting business and does not vote for or assent to any action taken at the meeting; 2) the Director contemporaneously requests their dissent or abstention on any specific action taken be entered in the minutes of the meeting; or 3) the Director causes written notice of their dissent or abstention on any specific action to be received by the presiding Officer of the meeting before its adjournment or by RMACAC promptly after adjournment. This right to dissent or abstain is not available to a Director who votes in favor of the action taken.

5.12 **Quorum and Voting.**

A majority of all Directors then in office will constitute a quorum for taking action.

A majority vote of Directors present at a meeting at which there is a quorum will constitute an action of the Executive Board, unless the Act, RMACAC's Articles of Incorporation, or these Bylaws require a greater vote. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting until a quorum is achieved without further notice other than an announcement at the meeting.

5.13 **No Proxies.**

Directors may not vote or otherwise act by proxy.

5.14 **Participation by Telephone or Electronic Media.**

Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication where all directors participating can hear each other during the meeting. A Director participating in this manner will be considered present in person at the meeting.

5.15 **Written Action in Lieu of Meeting.**

Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the Executive Board.

(a) **Notice of Vote.** Written notice must be delivered to each Director setting forth: 1) the action to be voted upon; 2) the time by which the Director must respond; and 3) a statement that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

(b) **Response by Director.** In response to the written notice, a Director may: 1) vote in writing for the action; 2) vote in writing against the action; 3) abstain in writing from voting; 4) fail to respond; or 5) demand in writing action not be taken without a meeting. The response must be in a form sufficient to inform RMACAC of the Director's identity; the Director's vote, abstention or demand; and the proposed action to which the vote, abstention, or demand relates. A Director's right to demand a meeting will be waived unless RMACAC receives the demand by the time stated in the written notice. All signed written instruments to effect action under this Section must be filed with the minutes of the meetings of the Executive Board.

(c) **Action Taken.** An action will be considered taken under this Section only if, at the end of the time stated in the written notice: 1) the affirmative votes in writing for the action received

by RMACAC and not revoked equal or exceed the minimum number of votes that would be necessary to take action at a meeting, assuming all Directors in office were present and voted; and 2) RMACAC has not received a written demand by a Director, other than a demand that has been revoked, that action not be taken without a meeting. Unless the written notice to the Directors states a different effective date, action taken under this Section will be effective at the end of the time stated in the written notice for director response.

(d) **Method of Delivery.** Communications under this Section may be sent or received by RMACAC by facsimile, email, or other form of wire or wireless communication. Communications provided under this Section are not effective until received.

5.16 **Compensation.**

Directors will not receive compensation for their services as Directors, Committee Chairpersons, or Officers of RMACAC. However, their reasonable expenses incurred for attendance at meetings of the Executive Board or for performance of their official functions may be paid or reimbursed by RMACAC, if the expense complies with expenditure or related policies of RMACAC under its Policies and Procedures Manual, or the expense is approved by the Executive Board. In addition, Directors may receive reasonable compensation for services rendered to or for the benefit of RMACAC in any other capacity.

5.17 **Board Committees and Advisory Boards.**

(a) **Creation, Standing Committees and Committee Chairpersons.**

RMACAC will have the Standing Committees of the Executive Board set forth below, each with the make-up, objectives and responsibilities as the Executive Board designates in a resolution and that may be further reflected in these Bylaws or the Policies and Procedures Manual.

- (1) Presidential Committee
- (2) Admissions Practices Committee
- (3) Advancement Committee
- (4) College Fair Committee
- (5) Communications Committee
- (6) Conference Planning Committee
- (7) Finance Committee

- (8) Governance and Nominations Committee
- (9) Government Relations Committee
- (10) Inclusion Diversity Equity and Access Committee
- (11) Membership Committee
- (12) Mentorship and Volunteer Committee
- (13) Professional Development Committee
- (14) Public School Counsel Committee
- (15) Tribal Institution Relations Committee

In addition, by Executive Board resolution, the Executive Board may establish such other standing or ad hoc committees or advisory boards, composed of such members, having such officers, and having such objectives and responsibilities as the Executive Board designates in the resolution.

(b) **Standing Committee Chairpersons.** Except for the Presidential Committee, the Conference Planning Committee, the Finance Committee, and the Governance and Nominations Committee, the remaining Standing Committees named in Section 5.17(a) shall be chaired by a Committee Chairperson who is elected to chair that position pursuant to the Director/Committee Chairperson provisions delineated in this Article V. The duties and responsibilities of each Committee Chairperson are as delineated in the Policies and Procedures Manual.

- (1) Regarding the Presidential Committee and the Finance Committee, both shall be chaired by the President.
- (2) Regarding the Conference Planning Committee, it shall be chaired by the President-Elect.
- (3) Regarding the Governance and Nominations Committee, it shall be chaired by the Past President.

(c) **Reliance on Committees.** The delegation of authority to any standing or ad hoc committee or advisory board will not operate to relieve the Executive Board or any Director from any responsibility or standard of conduct imposed by law or these Bylaws.

(d) **Limitations on Authority.** No committee or advisory board may exercise any power or authority reserved to the Executive Board by the Act, RMACAC's Articles of Incorporation or these Bylaws. No committee or advisory board will have the authority to incur any corporate expense or

make any representation or commitment for RMACAC unless express authority is provided in these Bylaws or the resolution establishing the committee or advisory board, or unless express approval is given by the Executive Board, and in any event the expense or commitment complies with RMACAC expenditure and related policies.

(e) **Rules and Procedures.** Rules governing procedures for meetings of any standing or ad hoc committee or advisory board will be the same as those set forth for the Executive Board in these Bylaws or the Act, unless the Executive Board determines otherwise in the resolution establishing or governing the committee or advisory board, or in the Policies and Procedures Manual.

Article VI. Officers

6.01 Designation and Qualification.

(a) The elected Executive Board Officers of RMACAC shall consist of a Past President, President, President-Elect, Treasurer, Treasurer-Elect, and Secretary. Each Officer shall serve as a Director per Section 5.02(a). No person may hold more than one Officer position at a time.

(b) Officers shall have the same qualification requirements as those applicable to Directors / Committee Chairpersons under Section 5.03.

(c) RMACAC may also have staff officers, to consist of such officers and assistant officers as the Executive Board may consider necessary or useful.

6.02 Selection and Tenure.

(a) **Past President, President-Elect and Vice President.** The Past President, President-Elect and Vice President shall serve for successive one-year terms, or until their earlier death, resignation or removal. Annually, commencing at the Spring General Membership Meeting: (i) the President shall automatically succeed to and assume the office of the Past President without further election; (ii) the President-Elect shall automatically succeed to and assume the office of the President without further election; and (iii) the individual newly elected to serve as President-Elect shall assume office commencing upon his/her installation at the Spring General Membership Meeting held after his/her election.

(b) **Treasurer and Treasurer-Elect.** The Treasurer shall serve for a two-year term, and the Treasurer-Elect for a one-year term, or until their earlier death, resignation or removal. However, in the event the Treasurer-Elect is removed, the Treasurer's term shall extend for an additional year such that he/she shall instead serve for a three-year term. Every odd year, commencing at the Spring General Membership Spring, the Treasurer-Elect shall automatically succeed to assume the office of the Treasurer without further election, and the individual newly elected to serve as Treasurer-Elect

shall assume office commencing upon his/her installation at the Spring General Membership Spring held after his/her election. The office of Treasurer-Elect shall be vacant every other year.

(c) **Secretary.** The Secretary shall serve for a three-year term, or until his/her earlier death, resignation or removal. The Secretary shall be elected every three years by the voting members and shall assume office commencing upon his/her installation at the Spring General Membership Spring held after his/her election.

6.03 **Nomination and Election.**

(a) **Generally.** Each year and prior to the Spring General Membership Meeting, the Executive Board will identify the open Officer positions to be filled, and through the Presidential Committee and the Governance and Nominations Committee, shall prepare and present a slate of candidates to the voting membership. Nominations may be sought and received from the voting membership for individuals that meet the qualifications of office per Section 6.01. Nominations will be administered in accordance with these Bylaws and the Policies and Procedures Manual.

The election of Officers shall be conducted by written ballot in lieu of a meeting, in accordance with Section 4.07, and in advance of the annual Spring General Membership Meeting. If the election is not held prior to the annual Spring General Membership Meeting it will be held as soon thereafter as is reasonably practicable; in such case, any Officer newly elected by written ballot will assume office commencing on the fifteenth day of the month following the month of their election.

(b) **Nomination of President-Elect.** The Presidential Committee shall oversee the selection of a single nominee for the position of President-Elect and ensure the individual has the requisite qualifications before approving him/her for inclusion on RMACAC's slate of candidates.

(c) **Nomination of Treasurer-Elect and Secretary.** The Governance and Nominations Committee shall oversee the selection of nominees for the positions of Treasurer-Elect and Secretary and ensure the individual(s) nominated have the requisite qualifications before approving their inclusion on RMACAC's slate of candidates. More than one individual may be nominated for either office.

6.04 **Resignation.**

Any Executive Board Officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect upon receipt unless the notice specifies a later effective date, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. An Officer shall be deemed to have resigned in the event of his/her incapacity as determined by a court of competent jurisdiction, or upon his/or her failure to meet the qualifications or requirements of their office set forth in these Bylaws and in the Policies and Procedures Manual, and shall also be deemed to have resigned in the event he/she fails to attend

either in person, or through other means allowed under Section 5.09, the majority of regular Executive Board meetings during a 6-month period which he/she is required to attend, and his/her failure to attend is confirmed by a majority vote of the Executive Board.

6.05 **Removal.**

Officers may be removed, with or without cause, by the voting members in accordance with the Act. Removal will not affect any contract rights of the Officer removed, if any. However, the election or appointment of an Officer will not by itself create contract rights.

6.06 **Vacancies.**

(a) **President.** If the office of President becomes vacant for any reason prior to expiration of the current term, the President-Elect shall serve the remainder of the predecessor President's term, as well as serve the successive term for President for which he/she was elected.

(b) **Other Officer Positions.** If the office of any other Executive Board Office becomes vacant for any reason prior to expiration of the current term, the unexpired term shall be filled from the voting membership after recommendation from the President, in consultation with the Past President, to the Executive Board, and upon a majority vote of the Executive Board Directors then in office. Any individual approved by the Executive Board to serve the remaining term of an Officer other than the President upon a vacancy shall also serve ex-officio as a voting Director, but shall serve only until the next annual election of Officers, at which time the office shall be filled upon election by the voting membership.

6.07 **Duties.**

(a) **President.** The President shall convene and preside over all Executive Board and member meetings; serve as the primary liaison between RMACAC and NACAC; shall appoint the members of any ad hoc committees; subject to approval by the Executive Board per Section 5.06, replace any Standing Committee Chairperson; serve as the Committee Chairperson of both the Presidential Committee and the Finance Committee, and convene and preside over their regular meetings; and perform such other duties and functions incident to the office of President or as may be assigned by the Executive Board or as outlined in the Policies and Procedures Manual.

(b) **President-Elect.** The President-Elect shall serve as the Committee Chairperson of the Conference Planning Committee and convene and preside over its regular meetings; function in the capacity of the President during the President's absence or inability or refusal to act; and perform such other duties and functions incident to the office of President-Elect or as may be assigned by the Executive Board or outlined in the Policies and Procedures Manual.

(c) **Past President.** The Past-President shall serve as the Committee Chairperson of the Governance and Nominations Committee and convene and preside over its regular meetings; and perform such duties and functions incident to the office of Past President or as may be assigned by the Executive Board or outlined in the Policies and Procedures Manual.

(d) **Treasurer.** The Treasurer shall regularly review and assess the fiscal status of RMACAC; maintain an accurate financial record of and handle all disbursements for RMACAC in keeping with the budget approved by the Executive Board; make such expenditures as may be authorized by the Executive Board; perform such other duties and functions incident to the office of Treasurer or as may be assigned by the Executive Board or outlined in the Policies and Procedures Manual.

(e) **Treasurer-Elect.** The Treasurer-Elect shall perform such duties and functions incident to the office of Treasurer-Elect or as may be assigned by the Executive Board or outlined in the Policies and Procedures Manual.

(f) **Secretary.** The Secretary shall be responsible for maintaining minutes of the proceedings of the Executive Board and the membership; shall be responsible for proper notices of all meetings to those who should receive them; and shall perform such other duties and functions incident to the office of Secretary or as may be assigned by the Board or outlined in the Policies and Procedures Manual.

Article VII.

Parliamentary Authority

Unless contrary to the Act, RMACAC's Articles of Incorporation or these Bylaws, RMACAC may follow the principles of the latest edition of Robert's Rules of Order with regard to meetings of the membership, Executive Board, committees, and meetings called ad hoc.

Article VIII.

Fiduciary Matters

8.01 Indemnification.

RMACAC shall indemnify each person who is or was a Director, Officer, employee, or volunteer of RMACAC to the fullest extent allowed under the Act, and may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a Director, Officer, employee, or Volunteer of RMACAC existing at the time of the repeal or modification. RMACAC may, but is not obligated to, indemnify any agent of RMACAC not otherwise covered by this Section to the fullest extent allowed under the Act. However, RMACAC shall not indemnify any person, nor advance

any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with RMACAC's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.

8.02 Standards of Conduct.

(a) **Discharge of Duties.** Each Director shall discharge their duties as a Director, including their Duties as a member of a committee of the Executive Board, and each Officer with discretionary authority must discharge their duties under that authority, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of RMACAC.

(b) **Reliance on Others.** In discharging their duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) Officers or employees of RMACAC whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; 2) legal counsel, a public accountant, or another person as to matters the Director or Officer reasonably believes are within that person's professional or expert competence; or 3) as to a Director, a committee of the Executive Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if they have knowledge concerning the matter in question that makes reliance otherwise permitted by this Section unwarranted.

(c) **Liability to Corporation or Members.** A Director or Officer will not be liable to RMACAC or its members in their capacity as a Director or Officer for any action taken or omitted to be taken as a Director or Officer if, in connection with the action or omission, they performed the duties of the position in compliance with this Section.

8.03 Conflicts of Interest.

This Section applies only if the Executive Board has not otherwise adopted a conflict of interest policy outside these Bylaws. If such a conflict of interest policy has been adopted, this Section will be void and have no effect.

(a) **Definition.** A conflict of interest arises when any Responsible Person or any Related Party has a Competing Interest with RMACAC. As used in this Section, a "*Responsible Person*" is any individual in a position to exercise substantial influence over the affairs of RMACAC, and specifically includes, without limitation, Directors and Officers of RMACAC. A "*Related Party*" includes the extended family of a Responsible Person (including the Responsible Person's spouse, ancestors, descendants, and siblings, and their respective spouses and descendants), an estate or trust in which the Responsible Person or any member of their extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the Responsible Person or any member of their extended family

is a director, trustee, or officer or has a financial interest. A “*Competing Interest*” includes any interest in any contract, transaction, or other financial relationship with RMACAC, and any interest in an entity whose best interests may be impaired by the best interests of RMACAC, including, without limitation, an entity providing any goods or services to or receiving any goods or services from RMACAC, an entity in which RMACAC has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of RMACAC.

(b) **Disclosure.** If a Responsible Person is aware that RMACAC is about to enter into any transaction or make any decision involving a conflict of interest (a “*Conflict of Interest Matter*”), such person shall: 1) immediately inform those charged with approving the Conflict of Interest Matter on behalf of RMACAC of the interest or position of such person or any party related to such person; 2) aid the persons charged with making the decision by disclosing any material facts within the Responsible Person’s knowledge that bear on the advisability of RMACAC entering into the Conflict of Interest Matter; and 3) not be entitled to vote on the decision to enter into such Conflict of Interest Matter.

(c) **Approval of Conflict of Interest Matters.** RMACAC may enter into a Conflict of Interest Matter provided either:

- (1) The material facts as to the Responsible Person’s relationship or interest and as to the Conflict of Interest Matter are disclosed or are known to the Executive Board or to a committee of the Executive Board that authorizes, approves, or ratifies the Conflict of Interest Matter, and the Executive Board or committee of the Executive Board in good faith authorizes, approves, or ratifies the Conflict of Interest Matter by the vote of a majority of the disinterested Directors on the Executive Board or Executive Board committee, even if the disinterested Directors are less than a quorum; or
- (2) The Conflict of Interest Matter is fair to RMACAC.

8.04 **Unlawful Distributions to Directors and Officers.**

RMACAC is not permitted to make Distributions to Directors or Officers. As used in this Section, a “*Distribution*” is the payment of a dividend or any part of the income or profits of RMACAC to the Directors or Officers, but it does not include payment of reasonable compensation for services rendered. Any Director who votes for or assents to a distribution made in violation of this Section will be liable to RMACAC for the distribution, if they did not perform their duties in compliance with the general standards of conduct in Section 8.02. A Director who is liable under this Section for a distribution is entitled to contribution from every other Director who could be liable under this Section for the distribution, and from each person who accepted the distribution knowing the distribution was made in violation of the Act.

8.05 Loans to Directors and Officers.

RMACAC is not permitted to make loans to Directors or Officers. Any Director or Officer who assents to or participates in making any loan in violation of this Section will be liable to RMACAC for the amount of the loan until the loan is repaid in full.

Article IX. Books and Records

9.01 Minutes, Proceedings.

RMACAC will keep as permanent records minutes of all meetings of the Executive Board and the membership, a record of all actions taken by the Executive Board or the membership without a meeting, a record of all actions taken by an Executive Board committee in place of the Executive Board on behalf of RMACAC, and a record of all waivers of notices of meetings of the Executive Board, the membership, or any Executive Board committee.

9.02 Accounting Records.

RMACAC will maintain appropriate accounting records.

9.03 Membership List.

RMACAC will maintain a record of the members as required by the Act.

9.04 Records in Written Form.

RMACAC will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

9.05 Records Maintained at Principal Office.

RMACAC will keep a copy of each of the following records at its principal office: 1) RMACAC's Articles of Incorporation; 2) these Bylaws; 3) resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of members; 4) the minutes of all membership meetings, and records of all action taken by the membership without a meeting, for the past three years; 5) all written communications within the past three years to the members generally as members; 6) a list of the names and business or home addresses of the current Directors/Committee Chairpersons and Officers; 7) a copy of the most recent corporate report delivered to the Colorado Secretary of State; 8) financial statements, if any, prepared for at least the last three years; 9) RMACAC's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; 10) RMACAC's annual tax information

returns for at least the last three years; and 11) all other documents or records required to be maintained by RMACAC at its principal office under applicable law or regulation.

Article X. Miscellaneous

10.01 Fiscal Year.

RMACAC's fiscal year will be as determined by the Executive Board.

10.02 Contracts.

Contracts may be entered into by Officers or agents of RMACAC authorized by the Executive Board, and this authority may be general or specific.

10.03 Conveyances and Encumbrances.

Property of RMACAC may be assigned, conveyed, or encumbered by Officers or agents of RMACAC authorized to do so by the Executive Board, and authorized persons will have power to execute and deliver all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of RMACAC will be authorized only in the manner prescribed by the Act.

10.04 Designated Contributions.

RMACAC may accept any contribution, gift, grant, bequest or devise designated, restricted or conditioned by a donor so long as the designation, restriction or condition is consistent with RMACAC's general tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses. RMACAC must acquire and retain sufficient control over all donated funds, including designated contributions, to assure funds will be used in a manner consistent with restrictions contained in the contribution and RMACAC's tax-exempt purposes.

Article XI. Amendments

Unless otherwise required by the Act or RMACAC's Articles of Incorporation, these Bylaws may only be amended by a two-thirds vote of the voting members if a quorum exists per Section 4.06(a), provided that notice of any proposed amendment has been sent to each voting member at least 30 days prior to the vote and otherwise conforms to the requirements of the Act, RMACAC's Articles of Incorporation, and these Bylaws.

Article XII.

Dissolution

In the event that dissolution of RMACAC is recommended by the Executive Board to the voting membership, and unless otherwise required by the Act or RMACAC's Articles of Incorporation, dissolution may only occur upon a two-thirds vote of the voting members if a quorum exists per Section 4.06(a), provided that notice to voting members of such vote is issued at least 30 days prior to the vote and otherwise conforms to the requirements of the Act, RMACAC's Articles of Incorporation, and these Bylaws.

BYLAWS CERTIFICATE

The undersigned certifies that she/he is the Secretary of the Rocky Mountain Association for College Admission Counseling, Inc. and that she/he may execute this certificate on behalf of the corporation. The undersigned further certifies the document attached to this certificate is a complete and correct copy of the Bylaws currently in effect for the corporation.

Dated: September, 30 2024.

Signature

Name: Dr. Danielle Yepa Gunderson

Secretary