



## **Articles of Incorporation of the Rocky Mountain Association for College Admission Counseling**

*As amended May, 2012; effective June, 2012. As amended again June 2018. As amended again May, 2020.*

- 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;
- promotes the standards of professional behavior as set forth in the CEPP (Code of Ethics and Professional Practices).
- 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.

**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) Persons employed by a voting member eligible institution, organization, or community-based organization that is not

a member of RMACAC.

- 3) 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.
- 4) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
- 5) Persons charged with supervising admission and enrollment management activities who are employed at a public university system office.
- 6) Persons charged with supervising counseling activities who are employed at a school system district office.

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.
- 6) 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.

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.

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

1. Voting members may:
  - a) Elect Officers and Committee Chairs to the RMACAC Executive Board
  - b) Elect delegates for the Assembly
  - c) Amend the bylaws
2. To be entitled to the benefits of membership in RMACAC, each eligible institution or individual must in accordance with policies and procedures be approved by the Executive Board.

### **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, Association policies, or for other good cause.
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.
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 by any generally recognized communication methods 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 their 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 they hold such office.
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. 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.

## **ARTICLE V**

### **Officers**

1. The officers shall consist of the following members of RMACAC:
  - a. President
  - b. President-Elect
  - c. Past President
  - d. Treasurer
  - e. Treasurer-Elect
2. The officers of RMACAC shall be elected by the voting membership 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. An unexpired term of the president shall be completed by the president-elect who shall subsequently serve the normal term as president.
  - a) 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.
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. 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.
8. 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 prior to General Membership Meeting held in conjunction with the RMACAC Spring Conference. 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 ballot or survey instrument shall be sent to all voting members at least thirty days prior to the spring meeting.
  - d. A candidate receiving a majority of the votes for the office for which they are a candidate shall be elected.
  - e. 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. 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 180 days following a change in their employment.

## **ARTICLE VII**

### **Duties of Officers**

1. The president of RMACAC shall:
  - a. preside at all meetings of the association and Executive Board.
  - b. Serve as the primary liaison between RMACAC and NACAC.
  - c. Appoint the members of the ad hoc committees and replace any vacancies that occur in the committees of the association during their term, subject to the approval of the Executive Board.

- d. Convene and preside over regular meetings of the Finance Committee
  - e. Serve as one of RMACAC's delegates to the NACAC Assembly.
2. The President-Elect of RMACAC shall:
- a. Serve as an alternate delegate to NACAC.
  - b. In the absence or disability of the president, they shall have all the powers and shall perform all the duties of the president without prejudice to their 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 committees.
  - c. 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
5. The Treasurer-Elect of RMACAC shall:
- a. 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.

## **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. Act on legal threats to the association
  - c. Amend these bylaws in extraordinary circumstances, such as in response to a government investigation, pending or threatened litigation, or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Executive Board by two-thirds vote of the Executive Board. The RMACAC Board shall notify members of any bylaw changes made by the Executive Board within thirty (30) days of adopting such amendments.
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 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. Each committee shall be chaired by a RMACAC voting member who is responsible for the oversight and administration of the committee's stated responsibilities.
3. 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 by any generally recognized communication methods 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 generally recognized communication methods 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.