

DEFINITIONS:

Member: Members are identified by their respective college presidents. The ICCCA mailing list is the official Members guide. College Presidents have the final say in who is and who is not a Member. Any questions concerning membership shall be brought forward to the respective college president for clarification (including Members that may need to be expelled or suspended).

Member College: A community college in the state of Illinois.

Institutional Partner: Businesses, for-profit organizations, and other organizations that are not recognized community college's in the state of Illinois may only participate and attend ICCCA events if they are sponsored by a Member College.

Campus Representative: Each college shall provide a named Campus Representative who's duties shall be: 1) To be the main point of contact between the ICCCA and the respective college. 2) Vote on topics as required by the respective college. Each college carries one vote through their Campus Representative.

Commission Chair: Commission Chair is the duly elected or appointed representative between the respective commission and the ICCCA. The Commission Chair shall be responsible for: 1) Attending Regular Meetings of the ICCCA. 2) Voting on matters as required by the ICCCA at the Regular Meetings. 3) Providing a copy of the Commissions by-laws if the said Commission wishes to be recognized as a Commission of the ICCCA and not a Committee of the ICCCA. 4) Providing a by-annual update of the commissions members to the ICCCA that shall include the commission members contact information noting the officers of such commission.

Regular Meetings: Regular Meetings of the ICCCA are considered as any meeting of the ICCCA other than the Annual Meeting. Generally these are monthly meetings.

Annual Meeting: The Annual Meeting is held annually at the ICCCA annual conference. Annual Meetings are held to elect the Officers of the ICCCA.

ICCCA Officers: ICCCA Officers are those duly elected and appointed positions of the ICCCA. They include, President, a President-Elect, a Secretary, a Treasurer, a Special Events Coordinator/Historian, a Legislative Liaison and an ICCB Liason.

Executive Committee: The Executive Committee consists of the ICCCA Officers and the Commission Chairs. Members of the Executive Committee are assigned the task of voting on the daily business of the ICCCA and can make changes to the by-laws of the organization as needed.

PROCESSES:

Voting: 1) Each year at the Annual Meeting, Officers of the ICCCA are elected. Campus Representatives, Commission Chairs, and in-place ICCCA officers are allowed one vote each to elect the ICCCA Officers. 2) Changes to the ICCCA Constitution can be made at any Regular Meeting but require the vote of the Campus Representatives, Commission Chairs, and ICCCA

Officers. 3) Voting can take place in person or through proxy. The ICCCA Secretary is charged to manage the voting process. Constitutional changes require three months notification prior to the vote.

Elections: ICCCA Officer elections take place at the Annual Meeting and are voted on by the Campus Representatives and Executive Committee.

Annual Audit: Each year, the ICCCA finances are to be audited prior to them being handed off to the next appointed Treasurer. This should be a simple process, but ensuring 3rd party review of the organizations finances.

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**DRAFT BYLAWS
OF
ILLINOIS COUNCIL OF COMMUNITY COLLEGE ADMINISTRATORS**

ARTICLE I.

Membership

Section 1.1. Members. Membership in the Illinois Council of Community College Administrators, Inc. (the "ICCCA") shall be open to administrators of public community and junior colleges of the State of Illinois, except for such individuals as are eligible for membership in the Council of Presidents.

Deleted: Administrators shall otherwise be defined by the governing body of each public community college.

(a) Individual Membership. An individual membership will be available to any employee of an Illinois Community College who is involved in administrative responsibilities at an institution otherwise eligible for membership (an "Individual Member") and as designated by their college president. An Individual Member will be entitled to hold office or be appointed to committees or advisory groups of the ICCCA. Individual Members are eligible to receive the ICCCA's mailings, access to the ICCCA's internet account, the ICCCA's membership directory, and to attend the Annual Conference at member rates. Individual Members will be identified by their respective college president and listed in the ICCCA membership directory.

Deleted: <#>Institutional Membership. Institutional membership in the ICCCA shall be restricted to Illinois Community Colleges, other institutions of higher education, and nonprofit educational or quasi-educational/research organizations, foundations, coordinating boards and agencies, and other professional societies related to higher education (an "Institutional Member"). Institutional Members and their designated representatives are entitled to the ICCCA's mailings, access to the ICCCA's internet account, the ICCCA's membership directory, to attend the Annual Conference at member rates, and any other services that are reserved to Members from time to time.¶
Individual Membership.

(b) Affiliate Membership. Individuals or organizations that are not eligible for individual and/or institutional membership but that are attuned to the needs and purposes of Illinois Community College management professionals, and are sponsored by an Individual or Institutional Member, are eligible for affiliate membership (an "Affiliate Member"). Typically, but not exclusively, Affiliate Members are for-profit entities active in the field of higher education, such as insurers and suppliers of both products and services. Affiliate Members are not entitled to hold office or be appointed to committees or advisory groups of the ICCCA. Affiliate Members may be eligible to receive the ICCCA's mailings, access to the ICCCA's

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internet account, the ICCCA's membership directory, and to attend the Annual Conference at member rates. Affiliate members hold no voting privileges.

(c) Retiree Membership. An individual retiree membership may be available to a person who is retired from full time employment in higher education if the person held membership in the ICCCA prior to retirement and does not qualify for another membership category (a "Retiree Member"). A Retiree Member will have the privilege of participating in membership meetings, but will not be considered for purposes of establishing a quorum at meetings of the members and may not vote on matters brought before the ICCCA. Retiree Members are eligible for non-voting, appointive offices, but are not eligible for elective offices. Retiree Members are entitled to receive the ICCCA's mailings, access to the ICCCA's internet account, the ICCCA's membership directory, and to attend the Annual Conference at member rates.

(d) Emeritus Membership. Persons who have rendered distinguished service to the ICCCA may be recommended by any Member in good standing and approved by the Board of Directors for emeritus membership (an "Emeritus Member"). An Emeritus Member will have the privilege of participating in membership meetings, but will not be considered for purposes of establishing a quorum at meetings of the members and may not vote on matters brought before the ICCCA. Emeritus Members are eligible for non-voting appointive positions, but are not eligible for elective offices. Emeritus Members are entitled to receive the ICCCA's mailings, access to the ICCCA's internet account, the ICCCA's membership directory, and to attend the Annual Conference at Member rates.

Section 1.2. Duration of Membership; Resignation. Membership in the ICCCA may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the ICCCA shall cease on the termination of membership. The resignation of a member does not relieve the member from any obligations the member may have to the ICCCA as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Section 1.3. Questions of Membership. Questions of membership status shall be determined by the college President of the person who's membership is in question. In those cases where there is no college President associated with the person under questioned membership, membership status shall be determined by the ICCCA Board.

Section 1.4. Dues, Fees, and Assessments. Subject to the Articles of Incorporation, the amount of any membership fees, dues and assessments applicable to membership in the ICCCA or to any class of such membership and the time and manner of payment thereof shall be determined by the Executive Committee.

ARTICLE II.

Meetings of Members

Section 2.1. Annual Meeting. The annual meeting of the members of the ICCCA shall be held at a time as may be designated by the Executive Committee. At the annual meeting of

Deleted: (life membership without dues) upon retirement from full time employment in higher education and the profession

Deleted: <#> Individual Membership. An individual membership will be available to any employee of an Illinois Community College who is primarily involved in administrative responsibilities in an institution otherwise eligible for membership (an "Individual Member"). An Individual Member will be entitled to hold office or be appointed to committees or advisory groups of the ICCCA. Individual Members are eligible to receive the ICCCA's mailings, access to the ICCCA's internet account, the ICCCA's membership directory, and to attend the Annual Conference at member rates.¶
<#>Membership Certificates. The ICCCA will not have membership certificates unless otherwise authorized by the Executive Committee. The form of any such certificate, if authorized, shall be prescribed by the Executive Committee.¶

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Deleted: Any member may voluntarily resign at any time upon fair and reasonable notice to the ICCCA. Any such notice shall be presented to the Executive Committee at the next succeeding meeting of the Executive Committee. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date.

Deleted: Expulsion, Suspension, and Termination

Deleted: A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspensi (... [1])

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members, the President and the Treasurer, or their designees, shall report on the activities and financial condition, respectively, of the ICCCA. [NOTE: The preceding sentence recites a statutory requirement. IC 23-17-10-1.]

Section 2.2. Regular Meetings. The ICCCA may hold regular meetings at times stated in or fixed by a resolution of the Executive Committee. Regular membership meetings shall be held at the place specified in the notice of the meeting.

Section 2.3. Special Meetings. Special meetings of the members may be called by the President, by the Executive Committee, or by one or more petitions in writing signed, dated and delivered by at least one-tenth (1/10th) of the votes entitled to be cast at the proposed special meeting. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting.

Deleted: ; otherwise, such meetings shall be held at the ICCCA's principal office.¶

Section 2.4. Participation. A member may participate in an annual, a regular or a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Section 2.5. Notice of Meetings. Written notice stating the place, date and time of any meeting of the members and, if the quorum of members for the meeting is less than one-third (1/3) or in the case of special meetings, or when otherwise required by law, a description of the purpose or purposes for which such meeting is called, shall be posted as the ICCCA's web site and otherwise disseminated by the ICCCA to each member of record entitled to vote at such meeting, at such address as appears on the records of the ICCCA, at least ten (10) but not more than sixty (60) days before the date of such meeting, on being notified of the place, date and time thereof by the officers or persons calling the meeting. Notwithstanding the foregoing, action taken by the members shall not be invalidated, and notice shall not be considered improper, if notice is given in a fair and reasonable manner.

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Section 2.6. Waiver of Notice. Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the ICCCA for inclusion in the minutes or filing with the ICCCA's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 2.7. Voting Rights. Except as may otherwise be provided in the Articles of Incorporation, each member of record of the ICCCA shall be entitled to vote on each matter voted on by the members.

Comment [PJB1]: If each college can cast one vote through their campus representatives for matters concerning the constitution or by-law changes, is this statement valid or have purpose?

Section 2.8. Date of Determination of Voting Rights. The Executive Committee may fix a record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action; provided, however, that the record date may not exceed seventy (70) days prior to the meeting or action requiring a determination of members. In the absence of action by the Executive Committee to fix a record date as herein provided, the record date shall be the date of the meeting or action requiring a determination of members

Comment [PhilB2]: Discussion was that each college would have one representative to cast their vote either in person, through proxy, or through substitution at the Business Meeting (annual meeting). The vote would take place at a session of the ICCCA's fall conference and hence, it would meet the notification criteria stated here. The term "Member" here would not apply – needs to reflect a college representative carrying their college's vote.

Comment [PhilB3]: Proxy form would be on the website, proxy votes would be sent to the secretary for tabulation.

Section 2.9. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally or by a duly authorized attorney-in-fact of such member. (For purposes of this section, a copy of a signed proxy that has been telecopied shall be deemed "signed" by the member.) An appointment of a proxy is valid for eleven (11) months, unless a longer or shorter period is specified in the appointment form. No proxy shall vote at any meeting of members unless the appointment form designating such proxy shall have been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 2.10. Quorum; Voting. At **Business Meetings** of Members, **2/3rds** of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, unless at least **2/3rds** of the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the Members are those matters that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter other than the election of directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

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Comment [PhilB4]: For this purpose, the vote would be cast by "those members present" and not by some percentile of attendees. This is considered a "Business Meeting" – which has historically been the fall conference. Board Meetings (our monthly meetings) will need a defined minimum Quorum which has not yet been set.

Comment [PhilB5]: We have no Principal office... How else can this be addressed – website sufficient?

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Section 2.11. Voting List. The ICCCA shall keep at all times, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the ICCCA. After fixing a record date for notice of a meeting, the ICCCA shall prepare a list of the names of the ICCCA's members who are entitled to notice of the members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. Subject to the limitations described below, the list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the ICCCA's principal office or at the place identified in the meeting notice where the meeting will be held, and the list must be available for inspection at any time during the meeting or any adjournment thereof. Subject to the limitations described below, a member may also inspect and copy, at any reasonable time and reasonable location specified by the ICCCA, the ICCCA's membership list if the member gives the ICCCA written notice at least

five (5) days before the member desires to inspect and copy the same; provided, however, the following conditions must exist:

Comment [PhilB6]: This list will likely be the Campus Representatives listing which is maintained on the ICCCA website.

- (a) the member's demand must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose of the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the ICCCA in any event may refuse to provide names or identifying information relating to contributors.

Section 2.12. Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with such rules as the Executive Committee may adopt.

Section 2.13. Action by Written Ballot. Any action that may be taken at an annual, a regular or a special meeting of members may be taken without a meeting if the ICCCA delivers a written ballot to every member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the ICCCA to be counted. A written ballot may not be revoked once received by the ICCCA.

Section 2.14. Action by Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the ICCCA for inclusion in the minutes or filing with the ICCCA's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

ARTICLE III.

Executive Committee

ARTICLE IV. Executive Committee

Section 4.1. Duties and Qualifications. The business and affairs of the ICCCA shall be managed by the Executive Committee.

Section 4.2. Number, Term, Designation and Election. The Executive Committee shall consist of a minimum of three (3) directors and a maximum of twenty (20) directors, with the exact number of directors specified from time to time by resolution of the Executive Committee. In addition, the President of the ICCCA shall be an ex-officio nonvoting member of the Executive Committee, except that the President shall be entitled to vote in the event of a tie vote. The term of office of directors shall be staggered by dividing the total number of directors into three (3) groups. The groups shall be as near equal in size as possible. One group of directors shall be elected at each annual meeting of Members. The Chair of each Commission shall also be a voting member of the Executive Committee.

Comment [PhilB7]: Look at constitution for guidance on this – constitution might provide a good opening sentence.

The term of office of the first group of directors shall expire at the first annual meeting of the members, and the term of office of the second group of directors shall expire at the second annual meeting of the members. The term of office of the third group of directors shall expire at the third annual meeting of the members. Thereafter, the term of office of each director shall be three (3) years.

The directors shall be elected by the Commission Chairs and Campus Representatives from each Community College at the annual meeting of the Members by a plurality of the votes cast by the Members. Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of directors.

Comment [PhilB8]: This will follow current process:

Section 4.3. Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by the President in consultation with the Executive Committee. The term of office of an Elected Director chosen to fill such a vacancy shall expire at the end of the current year of such vacating director's term. At the next annual meeting of Members, the Nominating Committee shall nominate an individual who, if elected by the voting Members, shall serve the remainder of the vacating director's term and until such time as a successor shall be duly elected and qualified.

- 1) Open candidacies are posted to the website by a certain date:
- 2) Past-President and President-Elect select candidates through interview
- 3) Recommendation of next slate of officers is from pres=elect and past president to ICCCA executive Committee
- 4) Candidates are posted in the conference brochure
- 5) Vote is made by the Campus Representatives

Section 4.4. Removal. Any Elected Director may be removed, with justifiable cause, by a majority vote of the remaining directors then in office.

Comment [PhilB9]: What is an "Elected Director"???

Section 4.5. Annual Meetings. Unless the Executive Committee determines otherwise, annual meetings of the Executive Committee shall be held at the Annual Conference for the purpose of the approval of the President's appointment of the Secretary, Treasurer and Parliamentarian of the ICCCA, and consideration of any other business which may be brought before the meeting.

Comment [PhilB10]:

Comment [PhilB11]: From our Constitution, "The treasurer shall be elected for a two-year term. The secretary shall be elected for a one-year term."

Section 4.6. Other Meetings. Regular meetings of the Executive Committee may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient

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for the Executive Committee. Unless otherwise provided by the Executive Committee, regular meetings shall be held at the ICCCA's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Executive Committee may be held according to the terms of Section 4.3, if applicable, or upon the call of the presiding officer of the Executive Committee, the President, or eight (8) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by regular mail, electronic mail, facsimile transmission or telephone. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 4.7. Participation. A director may participate in an annual, a regular or a special meeting of the Executive Committee by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 4.8. Quorum; Voting. Five (5) directors shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Executive Committee, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 4.9. Action by Consent. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 4.10. Executive Director. The Executive Committee may appoint an Executive Director of the ICCCA. The Executive Director shall be subject to the general control of the Executive Committee and may (i) establish criteria and standards for all meetings and conferences, (ii) establish meeting site selection criteria, (iii) evaluate proposals for meeting sites and recommend sites to the Executive Committee for approval, (iv) promote and facilitate regional and local seminars and other activities, (v) review proposals for regional seminars and recommend to the Executive Committee for approval, (vi) review proposed budgets and recommend to the Executive Committee for approval, (vii) provide advice and assistance as needed to the Annual Conference Committees and regional seminar directors, and (viii) other duties as assigned by the Executive Committee. The Executive Director shall hold office for so long as the Executive Committee allows and may be removed upon the majority vote of the Executive Committee. In the event of a vacancy in the office of Executive Director for any reason, the Executive Committee shall have the right (but not the obligation) to appoint an

interim Executive Director to carry out the obligations of the office until such time as an Executive Director is appointed in accordance with this Section 3.10; provided, further, that during such vacancy, the Executive Committee shall assume all functions of the Executive director or delegate such functions as it deems appropriate. The Executive Director shall have the authority to delegate his or her obligations and responsibilities to other individuals, including, but not limited to, an Assistant Executive Director, provided he/she provides adequate supervision and oversight.

Section 4.11. Financial Controls. The Treasurer will direct a third party review of the financial records of the ICCCA at the conclusion of the fiscal year and report the findings to the Executive Committee at the following meeting of the Executive Committee. Further, the Treasurer shall direct an annual review of the finances of the prior and current year's conference, and any other financial activities as directed by the President or the Executive Committee. The finance sub-committee, consisting of the Treasurer and three (3) members appointed by the Executive Committee, is responsible for assisting the Treasurer in financial reviews and for the development, monitoring, and review of the financial controls of the organization, making recommendations to the Executive Committee for changes to the ICCCA's financial controls as needed.

Section 4.12. Commissions. The Executive Committee may from time to time create and undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the ICCCA. The following permanent commissions are established:

- (a) Admissions and Records Commission.
- (b) Adult Education Commission.
- (c) Arts and Science Transfer Administrators Commission
- (d) Career Commission.
- (e) Career Services Professionals Commission.
- (f) Chief Academic Officers Commission.
- (g) Chief Student Services Officers Commission.
- (h) Continuing Education and Training Commission.
- (i) Counseling Commission.
- (j) Developmental Education and Learning Commission.
- (k) Economic and Working Development Commission.
- (l) Facilities Commission.

Comment [PhilB12]: The descriptions can be taken from the website:
www.iccca.org/commissions.htm

- (m) Financial Aid Officers Commission.
- (n) Information Technology Commission.
- (o) Learning Resources Commission.
- (p) Marketing and Public Relations Commission.
- (q) Resource Development Commission.
- (r) Student Activities Commission.

| Section 4.13. Filing of Commission By-Laws. Commissions shall file their By-Laws with the Executive Committee. Formatted: Bullets and Numbering

| Section 4.14. Commission Reports. Commissions shall report back to the ICCCA Executive Committee on a regular basis so that ICCCA can make recommendations to the Council of Presidents and other policy boards. Deleted: President Council

ARTICLE V.

Officers

| Section 5.1. Officers and Qualifications. The officers of the ICCCA shall consist of a President, a President-Elect, a Secretary, a Treasurer, a Special Events Coordinator/Historian, a Legislative Liaison and an ICCB Liason. A person may not hold more than one (1) elected or appointed office simultaneously; provided, however, that if an individual desires to run for more than one (1) term as President, he/she may run for President or President-Elect while otherwise serving as an officer. The Officers shall be selected from among the members of the Executive Committee by majority vote of the Executive Committee. The Secretary, Treasurer and the Parliamentarian shall be appointed by the President of the ICCCA, subject to the approval of the Executive Committee.

| Section 5.2. Terms of Office. Each officer of the ICCCA shall hold office for a term of one (1) year and until a successor shall be duly elected, appointed and qualified, or until resignation, removal or death. The President-Elect shall automatically advance to the office of President when it becomes vacant.

| Section 5.3. Vacancies. If the office of President becomes vacant, the President-Elect shall immediately fill the vacancy for the duration of the unexpired term, and until the successor shall be duly elected and qualified. If the office of President-Elect becomes vacant, the President shall appoint an individual to fill the vacancy and shall call a special meeting of the Executive Committee to approve the President's appointment of such individual. If the offices of both the President and President-Elect become vacant, the Immediate Past President shall call a special meeting of the Executive Committee to elect replacements for such offices. If any other office becomes vacant, the President, in consultation with the Chair of the Nominating Committee, shall appoint an individual to serve the remainder of the current year of the vacating officer's term.

Section 5.4. Removal. Any officer of the ICCCA may be removed, with or without cause, at any time by the Executive Committee.

Comment [PhilB13]: Needs to be changes to "removed with cause". Can't just get rid of someone without any reason..

Section 5.5. Compensation. The officers of the ICCCA shall receive no compensation for their services in such offices.

ARTICLE VI.

Powers and Duties of Officers

Section 6.1. President. The President, if present, shall preside at all meetings of the Members and the Executive Committee. At each annual meeting of the Members, the President or the President's designee shall report on the activities of the ICCCA. Subject to the general control of the Executive Committee, the President shall manage and supervise all of the affairs of the ICCCA and shall perform all of the usual duties of the chief executive officer of a ICCCA.

Section 6.2. President-Elect. Subject to the general control of the Executive Committee, if the President is not present, the President-Elect shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Executive Committee or an officer authorized by the Board may prescribe.

Section 6.3. Secretary. The Secretary shall attend all meetings of the Members and of the Executive Committee, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Executive Committee. The Secretary shall maintain a listing of voting members of colleges, commissions, and ICCCA Board members when matters to be voted upon are brought forward. The Secretary shall also tabulate all votes either in person, or through proxy as required. If required, the Secretary shall attest the execution by the ICCCA of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the ICCCA required by these Bylaws, shall have custody of the books (except books of account) and records of the ICCCA, shall be responsible for authenticating records of the ICCCA, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Executive Committee, or an officer authorized by the Board may prescribe.

Section 6.4. Treasurer. The Treasurer, in conjunction with the Executive Director, shall keep correct and complete records of account, showing accurately at all times the financial condition of the ICCCA. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the ICCCA and shall deposit, or cause to be deposited, all funds of the ICCCA with such depositories as the Executive Committee shall designate. At each annual meeting of the Members, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the ICCCA. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Executive Committee or whenever requested, a statement of the financial condition of the ICCCA, and in general shall perform all duties pertaining to the office of Treasurer.

Comment [PhilB14]: Treasurer shall also setup the audit and participate in the audit process with the next Treasurer.

Section 6.5. Immediate Past President. The Immediate Past President shall book the conference site for the annual fall conference two years in advance; identify slate of officer candidates for the Annual Conference.

Section 6.6. Special Events Coordinator/Historian. The historian is responsible for archiving activities of ICCCA in chronological order: agenda and minutes from each meeting; treasurer's report from each meeting; conference brochures; newsletters; and president's reflections on year. All materials which can be archived from the previous year should be submitted to the historian during the January meeting. Informational brochures will be needed but will be kept separate from the other materials. The historian will also keep the organizations non-for-profit status current with the Secretary of State's office. The Special Events Coordinator will coordinate whatever activities deemed necessary by the President. The primary function of the coordinator is to work with the Illinois Presidents Council and the Illinois Community College Trustees association during the annual Lobby Day event for Illinois Community College Lobby Day. The coordinator arranges meetings with key legislators in order to address key issues effecting the colleges.

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Section 6.7. Legislative Liaison. The Legislative Liaison shall keep the ICCCA Executive Committee informed regarding current legislation and public policy deliberations that may affect community colleges. The Legislative Liaison shall be an ex officio member of the Executive Committee.

Section 6.8. ICCB Liaison. The ICCB Liaison shall be a non-voting member of the Board of Directors to provide advice and counsel. The ICCB Liaison shall provide assistance and advocacy when requested by the President and inform the Board of Directors of statewide initiatives/issues that may impact the ICCCA.

ARTICLE VII.

Miscellaneous

Section 7.1. Corporate Seal. The ICCCA may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Executive Committee. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 7.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Executive Committee, all written contracts and other documents entered into by the ICCCA shall be executed on behalf of the ICCCA by the President or President-Elect and, if required, attested by the Secretary or an assistant secretary.

Section 7.3. Fiscal Year. The fiscal year of the ICCCA shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE VIII.

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Executive Committee who must approve any such change by the affirmative vote of two-thirds (2/3) of the directors sitting in quorum, except where such changes would terminate or alter the membership rights of Members. In that case, the Members shall have the power to vote upon such changes, as provided in the Act. The ICCCA must provide notice to the directors and, when applicable, the Members, of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

Secretary's Initials

Date: _____

A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the ICCCA, or any other conduct prejudicial to the interests of the ICCCA. Notwithstanding the foregoing, an individual automatically ceases to be a member of the ICCCA when the individual ceases to be

Annual meetings of the members should be held within the earlier of six (6) months after the close of the fiscal year or fifteen (15) months after the ICCCA's last annual meeting. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the ICCCA. Annual membership meetings shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the ICCCA's principal office.