

**Bylaws  
of the Minnesota Association for  
College Admission Counseling**

*Approval by MACAC members at the Annual Membership Meeting, May 16, 2017.*

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## **Article I**

### **Name**

1. The name of this organization is the Minnesota Association for College Admission Counseling, Inc. (hereinafter referred to as "MACAC" or the "Association").
2. MACAC is an affiliated association of the National Association for College Admission Counseling, Inc. (hereinafter referred to as "NACAC").
3. MACAC subscribes to and supports the NACAC Statement of Principle of Good Practice.

## **Article II**

### **Purpose**

MACAC's mission is to support education professionals as they guide students and families in the postsecondary education planning process.

## **Article III**

### **Membership**

1. Membership in the Association is a privilege made available to eligible institutions, organizations and individuals.
2. Members shall support the purposes of MACAC.
3. Criteria and qualifications for each category of voting and non-voting members shall be set forth in these Bylaws and in the policies and procedures approved by the Board of Directors.
4. Members shall comply with the Statement of Principles of Good Practice (SPGP), the Association's code of conduct, to ensure high professional standards in the recruitment of students and the transition to postsecondary education.

The voting members category refers to institutions and organizations which are located in Minnesota and individuals, other than retired members, who perform the majority of their professional duties in Minnesota. Voting members shall include the following:

#### a) Educational Institutions

- 1) Not-for-profit two- and four-year colleges, universities and other postsecondary institutions, accredited in accordance with policies and procedures approved by the Board of Directors.
- 2) Primary and secondary schools listed in resources approved by the Board of Directors.
- 3) Not-for-profit primary and secondary school districts and college and university systems.

#### 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 on 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 whose professional activities consist primarily of counseling, admission, or financial aid services.
- 2) Persons who perform the majority of their professional duties in Minnesota and provide counseling, admissions, or financial aid services to students and/or their parents and who are employed by an out-of-state institution or organization.”
- 3) Independent educational consultants or counselors who are self-employed or employed by a company providing 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 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.
- 6) Non-voting members do not meet one of the criteria for voting membership, but are afforded all the benefits of membership except for voting privileges and holding committee chair positions. Non-voting membership shall include the following:

a) Educational Institutions

- 1) Degree-awarding two- and four-year colleges, universities and other postsecondary institutions that are active candidates for accreditation according to policies and procedures approved by the Board of Directors.
- 2) Institutions that are based outside of Minnesota yet whose professional objectives are consistent with the purposes of MACAC.

b) Organizations

- 1) Organizations either located in Minnesota or outside of Minnesota 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.

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 MACAC but are eligible for voting or non-voting membership.
- 3) 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 Board of Directors.
- 4) Students seeking careers in counseling, admission, or financial aid services.
- 7) Each educational institution or organization member shall designate a principal representative who shall represent and, in the case of a voting member, vote for, such member. The professional responsibilities of the principal representative of a voting member must include providing services and/or products to the counseling, admission or financial aid profession or in support of students in the transition to postsecondary education.

#### **Article IV**

##### **Responsibilities of the Membership**

1. The voting membership may:
  - a. Amend types of membership in accordance with the provisions in Article III.
  - b. Elect delegates and officers for the Assembly in accordance with the provisions in Article XI.
  - c. Vote on the adoption of amendments of the bylaws.
  - d. Membership is not transferable or assignable.
2. To be entitled to the benefits of membership in MACAC, each college, university, or other postsecondary educational institution must be accredited in accordance with policies and procedures approved by the Board of Directors

#### **Article V**

##### **Approval, Recognition and Termination of Membership**

1. Membership in MACAC 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 Board of Directors
2. A voting MACAC individual member is entitled to hold only one voting NACAC membership and that shall be either in the state or regional affiliate where the institution that employs him or her is located or in the state or regional affiliate where the voting member performs the majority of his or her duties.

3. The Board of Directors approves membership for qualifying institutions, organizations, agencies or individuals that meet the stated criteria and file a completed application with payment of full dues. Approved members are listed on the MACAC membership roster.
4. Membership in MACAC may be terminated by a letter of resignation to the president or by action of the Board of Directors for failure to comply with the provisions of the bylaws or the Statement of Principles of Good Practice. Membership shall terminate automatically if the conditions of eligibility cease to exist or if the member was ineligible at the time of application.

## **ARTICLE VI Dues**

The MACAC Board of Directors shall establish annual membership dues for voting and non-voting members and categories thereof. Dues may vary between voting and non-voting members and between and within the different categories of members designated in *Article III* of these Bylaws. Payment of dues is a condition of membership eligibility in the Association.

## **ARTICLE VII**

### **Board of Directors**

1. The Board of Directors of MACAC, also referred to as the Board, shall have full power, direction and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
  - a) Oversee the administration of the Association;
  - b) Exercise financial stewardship over the Association;
  - c) Determine the annual budget and establish annual membership dues;
  - d) Establish the fiscal year of the Association;
  - e) Establish and enforce policies and procedures of the Association; and
  - f) Perform other duties as defined in these Bylaws.
2. The Board of Directors shall consist of the following persons:
  - a) President, President-Elect, Past President, Secretary, Chief Financial Officer, Treasurer, Treasurer-Elect (the "Officers") elected by the membership; and
  - b) The chairpersons of the standing committees, and the delegates to the Assembly of the National Association for College Admission Counseling.
3. Vacancies: In the event there is a vacancy because a member of the Board is unable to complete his/her Board position, the President shall be authorized to fill such vacancy immediately.
4. Regular Meetings: The Board of Directors shall meet at least quarterly at such time and place as they may determine.

5. The President may call a special meeting of the Board of Directors at any time. The President must call a special meeting of the Board of Directors upon the request of a majority of the members of the Board of Directors.
6. Notice of a special meeting of the Board of Directors shall be given to each Board member at least forty-eight (48) hours before such meeting.
7. Quorum: A majority of the members of the Board of Directors shall constitute a quorum.
8. Board Decisions: The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. Each person serving on the Board of Directors shall have one vote. The limit of one vote per person shall apply despite the fact that one individual may hold more than one office or position.
9. Action Without a Meeting: An action required or permitted to be taken at a Board meeting may be taken by written (e-mail is an acceptable alternative) action signed by all members of the Board. The written action is effective when signed by a majority of the Board members, unless a different effective time is provided in the written action.
10. Compensation: Board members shall not receive any stated salaries for their services but shall be entitled to reimbursement of travel expenses as the Board shall determine from time to time. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation thereof.

## **ARTICLE VIII**

### **Executive Committee**

1. The Executive Committee shall consist of the following elected officers of MACAC:
  - a) President
  - b) President-Elect
  - c) Past President (the person who most recently held the position of president)
  - d) Secretary
  - e) Chief Financial Officer
  - f) Treasurer
  - g) Treasurer-Elect
  - h) Other board members may be invited at the pleasure of the president
3. All current, voting members of MACAC are eligible to hold elected office.

4. The Executive Committee of MACAC shall have as its primary purpose to provide general direction and policies for MACAC. The Executive Committee shall, except as otherwise provided herein, have the authority to direct the affairs of MACAC. Each member of the Executive Committee shall:
  - a) Participate in the administration of the Association, which may include; planning the Association programs, evaluating the Association's effectiveness, reviewing the policies and procedures in the MACAC Policies and Procedures Handbook, budgeting and exercising financial stewardship on all matters.
  - b) Assist the President and perform such other duties as they pertain to his/her office.
  - c) Advocate for the profession, for the members and for public policy at the state and federal levels.
  - d) Address multicultural concerns and infuse diversity and access into the goals, programs and policies of MACAC.
  - e) Support fund raising and development strategies with appropriate organizations.
  - f) Maintain communications with and participate in the retention and evaluation of all MACAC's paid employees, consultants and independent contractors.
  - g) Maintain working relationships with the committees.
4. Authority: The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Association, Recommending to the members a voluntary dissolution of the Association or a revocation thereof, or amending the bylaws of the Association.
5. Each member of the Executive Committee shall be entitled to vote on all matters presented to the Executive Committee for its consideration.
6. Action Without a Meeting: Any action required or permitted by the Executive Committee at a meeting may be taken without a meeting if consent, in writing (by paper or email) setting forth the action so taken, shall be signed by all of the members of the Executive Committee.
7. Procedure: The Executive Committee may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken. The President shall preside at meetings of the Executive Committee.

## ARTICLE IX

### Officers

Officers of MACAC shall include: President, President-Elect, Past President, Secretary, and Chief Financial Officer, Treasurer, Treasurer-Elect

1. The President shall be the principal elected officer of MACAC and shall:
  - a) Be a voting member of NACAC
  - b) Call and preside at meetings of the MACAC Executive Committee, MACAC Board, and the Annual Membership Meeting at the Spring Conference and Membership meeting at the National Conference in the fall
  - c) Serve as Delegate to the NACAC Assembly
  - d) Serve as the official spokesperson for MACAC
  - e) Appoint eligible persons to replace any vacancies that occur in the committees of the Association during his/her term, subject to the approval of the Board of Directors, except as provided in these Bylaws
  - f) Appoint persons to serve on special committees, which shall include task forces, panels and other bodies, subject to the approval of the Board of Directors
  - g) Appoint an eligible person to replace a vacancy in an unexpired term of an elected position, subject to the approval of the Executive Committee in consultation with the Governance and Nominating Committee
  - h) Serve as an active member of the Finance Committee
  - i) Serve as an ex-officio, non-voting member of all committees
2. The President-Elect shall be elected annually and shall succeed to the office of President, and then to the office of Past President. The President-Elect shall:
  - a) Be a voting member of NACAC
  - b) Assume the duties of the President upon the absence or inability of the President to serve
  - c) Succeed to the position of the President in the event the President cannot complete his/her term, and shall serve the remainder of the vacating President's term, and then a full term as President
  - d) Appoint chairs to fill vacancies that will occur on standing committees during his/her term as President, in consultation with the President and Past President. All such appointments shall take effect upon the commencement of the President-Elect's term as President;
  - e) Serve as the Alternate Delegate to the NACAC Assembly

- f) Serve as the Executive Committee Liaison to a MACAC standing committee
  - g) Serve on the Finance Committee
3. The Past President shall serve as chair of the Governance and Nominating Committee. The Past President of MACAC shall:
- a) Be a voting member of NACAC
  - b) Call and preside the Governance and Nominating Committee meetings
  - c) Serve as the Executive Committee Liaison to a MACAC standing committee
  - d) Serve as Chief Delegate to the NACAC Assembly
  - e) Serve on the Finance Committee
  - f) In the event of a vacancy in the office of Past President, the position will be filled by the most recent Past President
4. The Secretary of MACAC is elected to serve a three-year term. The Secretary shall:
- a) Maintain the records of the Association
  - b) Take minutes at Executive Committee meetings and Board meetings
  - c) Distribute agendas, reports, minutes and other materials to the Board
  - d) Serve as the Executive Committee Liaison to a MACAC standing committee
5. The Chief Financial Officer of MACAC is responsible for reviewing and assessing the fiscal status of the Association. The CFO shall:
- a) Report the annual budget and financial condition of the Association to the Executive Committee, the Board and the membership
  - b) Review and report on the Association's investment strategies and revenue generation
  - c) Chair the Finance Committee
  - d) Serve as the Executive Committee Liaison to a MACAC standing committee
6. The Treasurer is responsible for keeping account of all monies received by the Association and to deposit the same in a bank account in the Association's name. The Treasurer shall:
- a) Make all disbursements by a check signed by the President or Treasurer
  - b) Collect dues and any special assessments as ordered by the Board of Directors

- c) Prepare an annual financial report
  - d) Serve on the Finance Committee
  - e) Perform other duties that are imposed on the office by the Bylaws or by resolution of the Board of Directors
  - f) Serve as the Executive Committee Liaison to a MACAC standing committee
7. The Treasurer-Elect shall be elected annually and shall succeed to the office of Treasurer and then to the office of Chief Financial Officer. The Treasurer-Elect shall:
  - a) Assist the Treasurer in maintaining the official financial records
  - b) Serve on the Finance Committee
  - c) Serve as the Executive Committee Liaison to a MACAC standing committee
  - d) Assume the duties of the Treasurer in the absence of the Treasurer
8. Except as otherwise stipulated regarding vacancies of elected offices, the officers of MACAC shall be elected by the general membership.
9. A person appointed to fill an unexpired term of office of any MACAC officer, other than the President, and Past President, shall be filled by appointment by the president and shall be a current, voting member and will serve until the next Annual Membership Meeting at which time an election will be held.
10. Any officer may be removed from office at any time upon the affirmative vote of two-thirds of the voting members of the Executive Committee.

## **ARTICLE X**

### **Committees**

1. There shall be the following committees of the Association:
  - a) The Admission Practices Committee
  - b) The Finance Committee
  - c) The Governance and Nominating Committee
  - d) The Board of Directors may create or dissolve other standing or special committees, as it deems necessary to carry out the work of MACAC.
2. The duties of the committees:
  - a) The Admission Practices Committee shall educate admission and counseling professionals and their institutions regarding ethical college admission standards adopted and promoted by NACAC and shall assist them in fully integrating similar policies and procedures into their practices; shall monitor compliance with the Statement of Principles of Good Practice; and shall promote the adoption of similar ethical admission standards by nonmembers

within the profession and promote awareness of these practices among all affected publics.

- b) The Finance Committee shall advise the Executive Committee on implementing and monitoring recognized best fiscal practices, budgetary policy and issues. This committee shall develop and monitor the proposed budget and monitor investment strategies and shall include the Chief

Financial Officer, Treasurer, Treasurer-Elect, President, President-Elect, Past President and other members as determined by the President.

- c) The Governance and Nominating Committee shall review governing documents, related policies and recommend amendments. The committee makes recommendations to the Executive Committee for membership criteria and investigates membership eligibility questions. The committee works to bring MACAC's governing documents into compliance with NACAC within two years of any changes. This committee also shall nominate a single slate of nominees for elected office to be voted on at the Annual Membership Meeting in the spring. This committee shall include the Past President, the person who most recently served as Past President, three former MACAC presidents and the current President-Elect. The current President shall serve as an Ex-Officio, non-voting, member of the committee.

3. Full committee list, descriptions and responsibilities shall be located in the MACAC Policies and Procedures Handbook.
4. The Executive Committee may assign other duties to any of the committees. The authority granted committees by these Bylaws and the Executive Committee shall not be exercised in a manner that is inconsistent with Executive Committee actions previously taken.
5. All chairs of MACAC committees must be voting MACAC members. Committee members must also be MACAC members but can be voting or non-voting members.
6. Each committee of the Association shall consist of at least five MACAC voting members including the chairperson.
7. Each committee chair shall present an annual written report to the President in the form prescribed by the Executive Committee. The annual report shall be made available to all members of the Association.
8. 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 Committee.

## **ARTICLE XI**

### **Delegates to the Assembly**

1. MACAC will elect delegates to the Assembly of the National Association for College Admission Counseling in compliance with the provisions of NACAC as follows:
  - a. In order to serve as a delegate or alternate delegate, candidates or incumbents shall be a NACAC voting member in good standing in MACAC 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 both a NACAC and a MACAC voting member in good standing or the principal representative of a NACAC voting institution or organization member in good standing in MACAC through his/her term of service.

However, an incumbent shall have sixty (60) days following a change in employment to become a NACAC voting member or the principal representative of another NACAC voting institution or organization member within MACAC without forfeiting the incumbent's delegate status.

- b. The President, and Past President will each serve as a delegate. The President-elect will serve as an alternate delegate.
- c. Delegates are elected for a three-year term.
- a. Only one person employed by any member organization or institution shall serve as a delegate from MACAC in the same Assembly.
- b. Only current voting members of NACAC shall participate in the election of delegates.
- f. Sufficient numbers of qualified alternates shall be appointed to fill any vacancies so that the MACAC representation can be maintained in the Assembly. In the absence of elected delegates and alternates, the President may appoint alternates from the qualified members present at the NACAC annual conference. Any alternates shall be selected in the following order: past presidents, former delegates or other qualified members.

## **ARTICLE XII**

### **Election of Officers and Delegates**

1. Elections shall be conducted annually at the Annual Membership Meeting held at the Spring Conference or multi-state conference.
  - a) The election shall be conducted by the Past President, who chairs the Governance and Nominating Committee
  - b) The Governance and Nominating Committee shall present a single slate of candidates for each office to be filled
  - c) The election shall be conducted by ballot
  - d) A candidate receiving a majority of the ballots cast for the office for which he or she is a candidate shall be elected
  - e) Elected officers and delegates assume their office at the close of the Annual Membership Meeting in which the elections have taken place
  - f) Only MACAC voting members in good standing may vote for officers

- g) Only NACAC voting members, who are also MACAC members in good standing, may vote for delegates
- h) When a delegate is unable to complete his/her three-year term of office, the President may appoint a replacement to serve out the remainder of the existing term. The replacement must meet the eligibility guidelines for delegates.

## **ARTICLE XIII**

### **Parliamentary Authority**

The latest edition of Robert's Rules of Order shall govern all meetings of MACAC when they are not inconsistent with these Bylaws and any special rules of order MACAC may adopt.

## **ARTICLE XIV**

### **Amendments**

These Bylaws may be amended at a MACAC Biannual Membership Meeting by a two-thirds (2/3) vote of voting MACAC members attending and entitled to vote, and notice of any proposed amendment has been given to each member not less than thirty (30) days, but not more than sixty (60) days prior to the date of such meeting or the final vote count. The MACAC Board of Directors may provide its recommendation to the voting membership regarding any proposed amendment.

## **ARTICLE XV**

### **Indemnification**

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

## **ARTICLE XVI**

### **Intellectual Property**

The use of all MACAC intellectual property, including but not limited to the Association's name, acronym and logo, shall be determined by policies and procedures adopted by the Board of Directors.