BYLAWS

OF THE

ROCKY MOUNTAIN ASSOCIATION OF

COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS

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<td>20</td>
</tr>
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<td>6.09</td>
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<td>20</td>
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ARTICLE I. OFFICERS

Section 1.01 Business Offices.

The principal office of the Association shall be located in New Mexico. The Association may have such other offices, either within or outside New Mexico, as the Board of Directors may designate or as the business of the Association may require from time to time.

Section 1.02 Registered Office.

The registered office of the Association required by the New Mexico Nonprofit Corporation Act to be maintained in New Mexico may be, but need not be, identical with the principal office if in New Mexico, and the address of the registered office may be changed from time to time as provided by law.

ARTICLE II. MEMBERS

Section 2.01 Dues and Fees.

Membership will be defined as in Article IV of the Articles of Incorporation. Any member institution or member organization that fails to pay annual dues for one RMACRAO fiscal year (Article VI) will, after notice in writing from the Treasurer, lose their membership and associated privileges. An application for membership will be required for reinstatement. All attendees to the Annual Meeting of the Association shall pay a registration fee as determined by the Board of Directors. Honorary members of the Association are exempt from paying the established registration fee, but are still subject to special events fees at the discretion of the Board of Directors. Annual Dues of the Association shall be as follows:

(a) Institutional Membership. The annual dues will be assessed each institution on the basis of the preceding year’s Fall unduplicated headcount as reported in IPEDS data. Institutions having separate campuses or off-campus centers having autonomous offices for admissions, registration, and records are assessed independently. The annual institutional membership dues are as follows:

<table>
<thead>
<tr>
<th>Enrollment</th>
<th>Annual Dues</th>
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</thead>
<tbody>
<tr>
<td>1 to 999</td>
<td>$60.00</td>
</tr>
<tr>
<td>1,000 to 4,999</td>
<td>$90.00</td>
</tr>
<tr>
<td>5,000 to 9,999</td>
<td>$120.00</td>
</tr>
<tr>
<td>10,000 or more</td>
<td>$180.00</td>
</tr>
</tbody>
</table>

(b) Associate Professional Membership. The dues for associate professional members shall be the lowest members’ annual dues amount.

(c) Honorary Membership. There are no dues for honorary members.
Section 2.02 Annual Meeting.

An annual meeting of the members shall be held during the month of July or on such date as may be determined by the Board of Directors, beginning with the year 2017, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. In case of emergency, the Board of Directors has the authority to advance, or postpone an annual meeting. Failure to hold an annual meeting as required by these Bylaws shall not invalidate any action taken by the Board of Directors or officers of the Association, nor shall it work a forfeiture or dissolution of the Association.

Section 2.03 Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Board of Directors or by the President, and shall be called by the President or by the Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of members representing not less than one-tenth of all the outstanding votes of the Association. Such members’ request shall state the purpose or purposes of the proposed meeting. The membership must be notified at least 30 days in advance of the date and notified of the purpose of the meeting.

Section 2.04 Agenda of Meetings

The agenda of the meetings should generally follow the form as is practical:

1. Call to order
2. Approval of minutes
3. Report of the Nominations and Elections Committee
4. Report of the President
5. Report of the Treasurer
6. Report of other committees
7. Unfinished business
8. New business
9. Adjournment

Items of business pertaining to amendments of the Articles of Incorporation, Bylaws, policy resolutions or policy changes shall be submitted in writing to the Board of Directors at least thirty (30) days prior to the notice of the annual meeting.
Section 2.05  Place of Meetings.

The location for annual meeting shall be determined by the board through a proposal and bid process facilitated by the Exhibitor & LAC Liaison with the goal that the meeting rotate within the member states at a minimum of once every five (5) years. Institutions would be solicited to participate/serve as LAC depending on the venue location. The Board of Directors may modify this rotation for a one-year exception. Any institutional member wishing to host an annual meeting must make a request in writing to the Board of Directors no later than twelve (12) months prior to the annual meeting date. Each special meeting of the members shall be held at such place, either within or without the State of New Mexico, as may be designated in the notice of such special meeting, or, if no place is designated in the notice, at the registered office of the Association.

Section 2.06  Notice of Meetings.

Notice of each meeting of the members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent no less than thirty (30) days before the date of the meeting. If a meeting is adjourned to another time or place, notice need to be given if the time and place thereof are announced at the meeting, unless the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed, in either of which cases notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting in accordance with the foregoing provisions of this Section 2.06.

Section 2.07  Waiver of Notice.

Whenever notice is required by law, the Articles of Incorporation or these Bylaws to be given to any member, a waiver thereof in writing signed by the member entitled to such notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice. By attending a meeting, a member (a) waives objection to lack of notice or defective notice of such meeting unless the member at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting, and (b) waives objection to consideration at such meeting of a particular matter not within the purpose or purposes described in the notice of such meeting unless the member objects to considering the matter when it is presented.

Section 2.08  Quorum and Manner of Acting.

At all meetings of members, a quorum shall exist when at least one delegate from 25% or more of the institutional members are present, with each state represented by at least one institutional member. At all meetings of committees, a quorum shall exist when a simple majority of the committee membership is
present. If a quorum is present, the affirmative vote of a simple majority of the votes shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by law, the Articles of Incorporation or these Bylaws. The President shall cast his or her vote with his or her institutional member in accordance with Section 2.12, and he or she may not vote in addition to the provisions of Section 2.12, even to make or break a tie vote. A quorum, once attained at a meeting, shall be deemed and continue until adjournment notwithstanding the voluntary withdrawal of enough members to leave less than a quorum.

If any action taken (other than adjournment) is approved by a majority vote of the members present at the time of the vote, such action shall be approved and valid, unless the vote of a greater proportion or number or voting by classes is otherwise required by law, the Articles of Incorporation or these Bylaws. In the absence of a quorum at any meeting of the members, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days at any one adjournment. At any such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.

Section 2.09 Extraordinary Matters.

Notwithstanding the provisions of Section 2.10, the following actions shall require the affirmative vote or concurrence of two-thirds of all of the members of the Association (or if each class if class voting is required by the law or the Articles of Incorporation) entitled to vote thereon: (i) adopting an amendment or amendments to the Articles of Incorporation, (ii) authorizing the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Association, with or without its goodwill, not in the usual and regular course of business, (iii) adopting a resolution submitted by the Board of Directors to dissolve the Association, and (iv) adopting a resolution submitted by the Board of Directors to revoke voluntary dissolution proceedings.

Section 2.10 Voting.

Each institutional member shall receive a number of delegate votes according to the following schedule, determined by the preceding year’s Fall unduplicated headcount as reported in IPEDS data:

<table>
<thead>
<tr>
<th>Enrollment</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 999</td>
<td>2</td>
</tr>
<tr>
<td>1,000 to 4,999</td>
<td>4</td>
</tr>
<tr>
<td>5,000 to 9,999</td>
<td>6</td>
</tr>
<tr>
<td>10,000 or more</td>
<td>8</td>
</tr>
</tbody>
</table>
Votes allowed for separate campuses or off-campus centers as defined in the Articles of Incorporation are assigned according to the same scale. An institutional member must have an individual member present to cast a vote at a meeting. Each institutional member, however, may cast the full vote allotted to it. Each institutional member will decide, prior to the vote, how its votes will be cast. Fractionalized voting is not permitted (whole votes only). Each institutional member will select an individual member who will cast the vote of the institutional member when the balloting begins. All issues including elections, which require a vote, shall be decided by a simple majority of the delegate votes cast, unless specified to the contrary elsewhere in the Articles of Incorporation and Bylaws of this Association. All issues in any committee shall be decided by a majority of the votes cast by committee members. Voting by proxy is only permitted on the committee level. Any committee member who knows he or she cannot be at a meeting may sign a statement authorizing a proxy vote.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 3.01 General Powers.**

The Board of Directors shall manage the business and affairs of the Association, except as otherwise provided by law, the Articles of Incorporation of these Bylaws, with specific powers to call meetings, conduct programs and otherwise conduct the business of the Association between meetings.

**Section 3.02 Number, Tenure and Qualifications.**

The number of Directors of the Association shall not be fewer than the minimum required by law. The exact number of Directors may be fixed, increased or decreased by the members or by a Board of Directors’ resolution. Unless directed by the provisions relating to the Nominations and Elections Committee in Section 5.02 Types and Duties of Standing Committees Directors, Directors shall be elected at each annual meeting of the members or at any meeting of the members held in lieu of such annual meeting, which meeting, for the purposes of these Bylaws, shall be deemed the annual meeting. The election shall be decided by majority vote. Each Director shall hold office until the next annual meeting of members and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Directors must be at least eighteen (18) years old.
Section 3.03  Resignation.

Any Director may resign at any time by giving written notice to the President or to the Board of Directors. A Director’s resignation shall take effect at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04  Removal.

At a meeting called expressly for that purpose, the entire Board of Directors or any lesser number may be removed, with or without cause, by a majority vote of the members then entitled to vote at an election of Directors.

Section 3.05  Vacancies.

Any vacancy occurring in the Board of Directors, other than vacancies due to an increase in the number of Directors, and other than vacancies of Officers of the Association, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum, or by the affirmative vote of two Directors if there are only two Directors remaining, or by a sole remaining Director, or by the members if there are no Directors remaining. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office. A vacancy resulting from an unfilled position does not constitute an un-expired term.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office or by the members, and a Director so chosen shall hold office for the term specified in Section 3.02 above.

Section 3.06  First Meeting of Newly Elected Directors.

The first meeting of the newly elected Board of Directors, for the purpose of organization, appointment of non-elected officers, and for the transaction of such other business as may come before the meeting, shall be held immediately after the annual meeting of members, provided a majority of the members elected be present and that any action taken at such meeting shall be by a majority vote of the whole Board. If a majority of the members elected shall not be present at that time, or if the Directors shall fail to elect officers because of a failure to obtain a majority vote of the whole Board, the said first meeting of the Board shall then be held within thirty (30) days after the annual meeting of members upon three (3) days’ notice.
Section 3.07  Regular Meetings.
Regular meetings of the Board of Directors may be held at any place or places within or without the State of New Mexico, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 3.08  Notice of Regular Meetings of Directors.
No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 3.09  Special Meetings.
Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place, either within or without the State of New Mexico, for holding any special meeting of the Board called by them.

Section 3.10  Notice of Special Meetings of Directors.
Notice of each special meeting of the Board of Directors, stating the place, day and hour thereof, shall be given by the President, the Secretary, or by any two (2) members of the Board to each Director not less than three (3) days.

Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting unless otherwise required by statute.

Section 3.11  Quorum and Manner of Acting.
Except as otherwise may be required by law, the Articles of Incorporation or these Bylaws, a majority of the number of Directors fixed by Section 3.02, present, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum, once attained by a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Directors to leave less than a quorum and the vote of a majority of the Directors present at the time of a vote at a meeting at which a quorum is present or was obtained shall be the act of the Board of Directors, unless a greater than majority vote is required by law, the Articles of Incorporation or these Bylaws. If less than such majority is present at the commencement of a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy or power of attorney at any meeting of Directors.
Section 3.12 Compensation

No Director, as such, shall receive any salary for their services, but by resolution of the Board of Directors, notwithstanding any personal interest of a Director in such action, a Director may be paid expenses, if any, of attendance at each meeting of the Board of Directors and each meeting of any committee of the Board of which he is a member and may be paid a fixed sum for attendance at each such meeting or a stated salary, or both a fixed sum and a stated salary. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 3.13 Meetings or Participation Therein by Means of Communication Equipment

Unless otherwise provided by the Articles of Incorporation, one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear and be heard by each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.14 Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members. Such document (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or committee members and will be recorded by the Secretary as an addendum to the most recent Board of Directors meeting minutes.

ARTICLE IV. OFFICERS AND AGENTS

Section 4.01 Number and Qualifications

The officers of the Association shall consist of a President, a President-Elect, an Immediate Past-President, a Vice President for Admissions, a Vice President for Records/Registration, and a Vice President At-Large (including but not limited to Enrollment Management, Systems Coordinator, IT, One-Stop or other related areas) with the goal that each state is represented, a Secretary, a Treasurer, a Treasurer-Elect and such other officers, assistant officers and agents as may from time to time be elected or appointed by the Board. The same person may hold any number of offices, except that no person may simultaneously hold the offices of President and Secretary, nor President, Treasurer and Controller. All officers must be at least eighteen (18) years old.
Section 4.02 Election and Term of Office

The officers of the Association shall be elected as provided for the Nominations and Elections Committee in Section 5.02 Types and Duties of Standing Committees.

Election of the President-Elect, the Vice Presidents, the Secretary, and the Treasurer shall be by a simple majority of the votes cast by voting members. The President-Elect shall serve for a one-year term. Immediately upon the conclusion of that term, he/she shall assume the office of President for a one-year term. Immediately upon the conclusion of that term he/she shall assume the office of Past President for a one-year term and not be eligible for election to the Office of President-Elect until three (3) years have expired. The Vice Presidents, Secretary and Treasurer shall serve for two-year terms.

Newly elected officers shall take office at the end of the Annual Meeting during which they are elected. Officers shall not succeed themselves if elected for a two-year term for example:

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<td>VP for Admissions</td>
<td>2 years</td>
<td></td>
<td>2 years</td>
</tr>
<tr>
<td>VP for Records/Registration</td>
<td></td>
<td>2 years</td>
<td></td>
</tr>
<tr>
<td>VP At-Large</td>
<td>2 years</td>
<td></td>
<td>2 years</td>
</tr>
<tr>
<td>Secretary</td>
<td></td>
<td>2 years</td>
<td></td>
</tr>
<tr>
<td>Treasurer-Elect</td>
<td></td>
<td></td>
<td>2 years</td>
</tr>
</tbody>
</table>

Section 4.03 Resignation.

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Association by giving written notice to the President or Board of Directors. An officer’s resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04 Removal.

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.
Section 4.05 Vacancies.

A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term at any regular or special meeting. A vacancy resulting from an unfilled position on the board does not, however, create an un-expired term.

Section 4.06 Authority and Duties of Officers.

The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

(a) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) be the Chief Executive Officer of the Association and have general and active control of its day to day operations and supervision of its officers, agents and employees; (ii) preside at all meetings of the members and the Board of Directors; (iii) approve all bills for unbudgeted items prior to payment; (iv) see that all orders and resolutions of the Board of Directors are carried into effect; and (v) perform all other duties incident to the office of President and Chief Executive Officer and as from time to time may be assigned to him by the Board of Directors; and (vi) appoint all non-elected officers and members of committees.

(b) President-Elect. The President-Elect shall, subject to the direction and supervision of the Board of Directors: (i) serve as the President in the President’s absence; (ii) be in charge of the Annual Meeting program; (iii) be the liaison between the Annual Meeting Local Arrangements chair and his or her committee and the Board of Directors; (iv) become President at the end of his or her term as President-Elect.

(c) Vice-Presidents. The Vice-Presidents shall act as representatives to the Association and will serve as a member of the Professional Development Scholarship Committee. The Vice-Presidents primary responsibility is to serve as a communication liaison between the Board of Directors and their respective roles. They shall also assist the President and shall perform such duties as may be assigned by the President or by the Board of Directors.

(d) Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the members, the Board of Directors and any committees of the Board; (ii) transmit reports on the proceedings of the Association to the American Association of Collegiate Registrars and Admissions Officers’ Vice-President for Regional Associations; (iii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iv) be custodian of the corporate records and of the seal of the Association; (v) order and stock Association stationary for the Board of Directors; (vi) update and produce the
Association’s brochure; (vii) keep at the Association’s registered office or principal place of business a record containing the names and addresses of all members; (viii) have general charge of the membership database of the Association; and (ix) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(e) **Treasurer.** The Treasurer shall: (i) be the principal financial officer of the Association and have the care and custody of all its funds, property and evidences of indebtedness and pay out the funds on hand for all bills, payrolls and other just debts of the Association of whatever nature upon maturity. Approval for payment for unbudgeted items is required by the President; upon request of the Board, make such reports to it as may be required at any time, including without limitation proposed budgets and annual financial reports to the members; (iv) keep an accurate list of the members by membership category of the Association, and; (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. While elected into office at the annual meeting, the duties of the Treasurer align with the RMACRAO fiscal year, and begin or conclude at the first Board of Directors meeting in the fall of each year.

(f) **Past-President.** The Past-President shall serve as chair of the Nominations and Elections committee, shall serve as parliamentarian at all meetings of the members and Board of Directors of the Association, host the first-timers session at the annual meeting, serve as the chair of the Awards, Honors, and Recognition Committee. The Past-President at the request of the President or President-Elect, or in their absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Have such other duties as from time to time may be assigned to by the Board of Directors or the President.

Section 4.07 Other Officers and Committees.

The Board or the President may, subject to Article V. Committees, below, appoint such committees and officers as it shall determine, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(a) **Historian.** An institutional member shall be appointed by the President as Historian to develop and maintain a repository of the Association archives. When there is need to change location of the repository, the Board of Directors will seek suitable invitations and designate the repository headquarters for an undesignated period of time. This individual should strive to attend all Board of Director Meetings, either
in-person or via web-based meeting software. The Historian shall be an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.

(b) **Exhibitor and LAC Liaison.** An institutional member shall be appointed by the President as Exhibitor and LAC Liaison. This appointee will work with exhibitors for the annual meeting. This involves coordinating their invitations, registrations, requests, and sponsorships with the Local Arrangements Committee (LAC), and will recruit new exhibitors. This position is also the Board of Director’s liaison with the LAC and seeks Board of Director’s final approval on hotel contracts; support for the Cvent setup and reporting (computerized registration and communication); and monthly oversight of the annual meeting budget and registration fees on behalf of the Board to ensure fiscal success. This person will provide consistency for the LAC year after year for the duration of the appointment. This individual should strive to attend all Board of Director Meetings, either in-person or via web-based meeting software. The Exhibitor and LAC Liaison shall be an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.

(c) **Web Developer.** An institutional member shall be appointed by the President as Web Developer to train the appropriate incoming board members on how to make updates/changes to the RMACRAO web site, provide assistance in making changes to the web site that are not routine, work with the Historian on developing an archiving web site, and other web related projects for the Association and Board of Directors. This individual should strive to attend all Board of Director Meetings, either in-person or via web-based meeting software. The Web Developer shall be an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.

(d) **Marketing and Communications Coordinator.** An institutional member shall be appointed by the President as Marketing and Communications Coordinator to develop and carry out plans for follow-up communication with first-time attendees at the Annual Meeting, and also to review, update, and coordinate communications from the Board of Directors to the membership throughout the year. The Marketing and Communications Coordinator is also responsible for the publication of the Association newsletter. This individual should strive to attend all Board of Director Meetings, either in-person or via web-based meeting software. The Marketing and Communication Coordinator shall be an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.

(e) **AACRAO Government Relations Liaison.** An institutional member shall be appointed by the President as the AACRAO Government Relations Point of Contact. This position will work with the AACRAO designee to assist with communications on legislative changes on behalf of RMACRAO and also to review, update, and coordinate communications from the Board of Directors to the membership throughout the year. This individual should strive to attend all Board of Director Meetings, either in-person or via web-based meeting software. The AACRAO Government Relations Liaison shall be an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.
Meetings, either in person or via web-based meeting software. The AACRAO Government Relations Liaison an ex-officio member of the Board of Directors. The appointment shall be a two-year term with reappointment possible.

(f) **Controller.** The Controller shall: (i) be the principal accounting officer of the Association and as such prescribe and maintain the methods and systems of accounting to be followed; (ii) keep complete books and records of account; (iii) receive and give receipts for monies paid on account of the Association, including membership dues and conference registrations; (iv) prepare and file all local, state and federal tax returns; (v) prescribe and maintain an adequate system of internal audit and (vi) prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Association and the results of its operations.

In the event there are no members willing or able to serve as Controller, the duties of the Controller may be hired out to an accounting firm recommended by the Treasurer and approved of by majority vote by the Board of Directors.

**Section 4.08 Delegation of Duties.**

In case of the absence or inability of any officer to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any Director or other person whom the Board may select.

**Section 4.09 Surety Bonds.**

The Board of Directors may require any officer or agent of the Association to execute to the Association a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his or her duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

**ARTICLE V. COMMITTEES**

**Section 5.01 Standing Committee Membership.**

The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the committee or in the absence thereof by the Board of Directors. Each committee shall keep regular minutes of its meetings, which shall be reported to
the Board of Directors when required and submitted to the Secretary of the Association for inclusion in the corporate records. Each committee will provide a report of activities at the Annual Meeting. The President, with approval of the Board of Directors, will appoint the membership and the chair of all standing committees. Such appointments shall conform where applicable to these Bylaws. If a vacancy occurs in any standing committee the President shall appoint a replacement to fulfill the designated term. The term of office for any standing committee member will be one year. Members may serve more than one term.

Section 5.02 Types and Duties of Standing Committees.

(a) Nominations and Elections Committee. The composition of the Nominations and Elections committee will consist of the immediate Past-President of the Association, who shall serve as chair, and a member from New Mexico, Colorado and Wyoming. It shall be the responsibility of this committee to solicit and prepare a slate of candidates for each elective office. After the Board of Directors has approved the slate, the Nominations and Elections Committee will conduct the election by requesting written responses prior to each annual meeting and in accordance with the following guidelines.

Nominees will be selected by the committee for the position of President-Elect, Vice-President for Admissions, Vice-President for Records/Registration, Vice-President At-Large, Secretary and Treasurer. The committee shall make a reasonable effort to secure at least two viable candidates for each of these positions. All nominees must consent to being placed on the ballot and accept the responsibilities of the position duties, including travel to Board of Director meetings and the Annual Meeting.

The Nominations and Elections committee will meet at least three (3) months prior to the Annual Meeting of the Association to review candidates for nomination. The following will be considered in selecting a slate of nominees: the candidate’s service to the Association; the candidate’s service to other professional organizations such as the American Association of Collegiate Registrars and Admissions Officers; the candidate’s professional ability and experience; the candidate’s recommendations from the membership; the candidate’s commitment to serve as an officer of the Association; the equitable representation of geographic areas, gender, and ethnicity of Association officers; the equitable representation of professions within the Association (i.e., admissions, registration, records, etc.).

Not later than sixty (60) days prior to the Annual Meeting, the Nominations and Elections committee will prepare and distribute the appropriate type and number of election ballots to each active member institution. The ballot shall specify the number of votes allotted to each institution, and the deadline
return date, return address and facsimile number. The ballot shall also have one (1) underlined space per office for write-in candidates. The ballots will be distributed the designated contact person at each member institution. No ballots will be accepted after 11:59 p.m. of the deadline date.

The designated contact person will call and conduct a meeting of its own currently active individual members. The purpose of meeting will be to decide how to case its allotted vote in the election. Only the allocated number of votes may be cast by the institutions, regardless of the number of individually active members at the institution. The designated contact person will vote on behalf of the institutional Association members and return the ballot.

Not less than thirty (30) days before the Annual Meeting, the committee will meet, open and tabulate the ballots. All candidates receiving a simple majority vote will be reported to the President as elected. A form of lot to be determined by the committee will break any tie. Should a candidate fail to receive a majority vote, the top two (2) candidates will be resubmitted to the appropriate electors for a second mail-in vote following the same procedures cited in this section. The committee will notify all candidates of the results of the election.

The Nominations and Elections committee will report its results under the appropriate item in the order of business at the Annual Meeting. The President will declare all candidates receiving a majority vote to be elected.

(b) Program Committee. The purpose of the Program Committee is to assist the President-Elect, who is the Annual Meeting program chair, and the Board of Directors in planning the Annual Meeting. Specific responsibilities include the following: (i) to develop and arrange for the content, sessions, presenters, program, and evaluation of content for the Annual Meeting; and (ii) to provide for a Session Coordinator at each program session to introduce the session and participants, insure that the physical requirements for the presentation are in the room and operational, handouts are distributed, and evaluation forms are completed and returned to the Program Committee Chair.

(c) Local Arrangements Committee. The purpose of the committee is to assist the President-Elect, who is the Annual Meeting program chair, and the Exhibitor and LAC Liaison in planning and making arrangements for the Annual Meeting. Specific responsibilities include the following: (i) to arrange for and provide appropriate facilities for the Annual Meeting, and (ii) to arrange for meals, meeting rooms, entertainment and other physical arrangements for the meeting. The Local Arrangements Committee chair is responsible for managing the expenses and revenue for the Annual Meeting and shall provide for a financial
report to the Board of Directors at the conclusion of the Annual Meeting. The Local Arrangements Committee is responsible for meeting all Annual Meeting costs from registration fees and vendor contributions as well as any fundraising margin set by the Board of Directors.

(d) Awards, Honors, and Recognition Committee. The purpose of this committee shall be to identify Association members who deserve the recognition of the Association. The committee is chaired by the immediate Past-President. Nominations are brought to the Board of Directors for discussion and vote at least one hundred twenty (120) days in advance of the Annual Meeting.

*Distinguished Service Award* – by approval of the Board of Directors, the highly selective Distinguished Service Award may be conferred upon a current or past member of the Association whose contributions have been extraordinary and warrant special recognition. Recognition is based on a variety of factors including: the nominee’s participation in and leadership of RMACRAO activities as evidenced by holding office, fulfilling committee responsibilities, and attending and regularly participating in Annual Meeting programs. Service in the admissions and records/registration profession for a substantial portion of one’s career, service to AACRAO, and other professional activities, and publications are also considered. This award is the Association’s highest honor and may or may not be awarded every year.

*Special Recognition Award* – by approval of the Board of Directors, this special recognition is awarded to members or non-members who have made a special contribution(s), direct or indirect, to RMACRAO activities and annual meetings.

*Honorary Membership* – by approval of the Board of Directors along with an affirmative vote from a majority of the voting membership, Honorary Membership may be granted to those individuals who have a long-standing record of service and contribution to the admissions and records/registration professions and to the RMACRAO organization, and who are no longer eligible for active membership as part of a member institution. Honorary Membership is most often used to recognize a retiring member of the professional community but may also be awarded to an individual who is simply no longer affiliated with any member institution. Honorary Members are exempt from paying dues and are invited to attend the RMACRAO Annual Meeting without paying the basic registration fee. Honorary Members are not voting members; therefore may not serve on the Board of Directors. Honorary Members may temporarily rescind the honorary designation, no longer exempt from paying dues and registration fees, should he or she want to serve the Association as a voting member. Honorary Members and will be placed on the permanent information distribution list.
(e) **Professional Development Scholarship Committee.** The purpose of this committee shall be to promote, solicit and determine awards for the professional development scholarships. The committee will be comprised of the three (3) Vice-Presidents and they will notify the recipient(s).

(f) **Special Committees.** The President or Board of Directors may appoint ad hoc committees as the need arises. Ad hoc committees are dissolved upon completion of the tasks for which they are created. Workshop committees may be appointed by the President as needed.

**ARTICLE VI. MISCELLANEOUS**

**Section 6.01 Fiscal Year.**

The fiscal year of the Association shall be as established by the Board of Directors. The fiscal year of the Association shall be October 1 – September 30.

**Section 6.02 Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 6.03 Loans.**

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 6.04 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as is provided in these Bylaws or as may be provided from time to time by the Board of Directors.

**Section 6.05 Deposits.**

All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.
Section 6.06 Parliamentary Law Authority.

The Association shall be governed by the latest edition of Robert’s Rules of Order in all matters not specifically covered in the Articles of Incorporation and Bylaws of this Association.

Section 6.07 Inspectors of Elections.

At any membership meeting or any adjournment thereof, inspectors of election may be appointed to act at such meeting by the President or the proctor if one is appointed. The inspectors shall determine the number of votes outstanding, the number of votes represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies for such votes, ballots, or consents, and shall hear and determine all challenges and questions in any way arising in connection with the right to vote at such meeting; and they shall count and tabulate all votes or consents, determine the results, and perform such further services as may be proper to insure fairness to all institutional members. The decision, act or certificate of a majority of the inspectors is effective in all respects as the decision, act or certificate of all.

On request of the President or any of the institutional members, the inspectors shall make a report in writing of any challenge on matters determined by them and shall execute a certificate of any fact found by them. Any report of certificate made by any such inspector is prima facie evidence of the facts stated therein.

Section 6.08 Suspension of the Rules.

The rules of the Bylaws may be suspended at any Annual or special meeting of the Association upon two-thirds vote of the allotted votes cast.

Section 6.09 Amendments.

These Bylaws may be amended at any Annual or special meeting on approval of a majority of the votes cast provided that the substance of the proposed amendment shall have been submitted in the call for the meeting. Amendments to the Association Articles of Incorporation and Bylaws during the past five years are listed following this section. The Association Secretary maintains a complete list of amendments.
Original Constitution adopted November 13, 1978
Original Articles of Incorporation approved July 18, 2002

The following amendments were approved July 18, 2013:

Constitution:
Article IV  Institutional Membership

Bylaws:
Article II  Dues and Fees
Article V  Committees

The following amendments were approved July 27, 2017:

Bylaws:
Article II  Dues and Fees
Article II  Annual Meeting
Article II  Special Meetings
Article II  Place of Meetings
Article II  Notice of Meetings
Article II  Voting
Article III  Vacancies
Article III  First Meeting of Newly Elected Directors
Article III  Notice of Special Meetings of Directors
Article III  Quorum and Manner of Acting
Article III  Action Without a Meeting
Article IV  Number and Qualifications
Article IV  Election and Term of Office
Article IV  Vacancies
Article IV  Authority and Duties of Officers
Article IV  Other Officers and Committees
Article V  Types and Duties of Standing Committees
Article VI  Amendments
THE UNDERSIGNED, President and Secretary of the Association, certify that these bylaws were duly adopted by unanimous vote of the Board of Directors at its meeting held on (RMACRAO ANNUAL MEETING) 2002.

Kathleen F. Sena
President

ATTEST:
Nolan Oltjenbruns
Secretary

Amended:
July 20, 2006 – Exhibitor Liaison added under Article IV. Officers and Agents, Section 4.07
July 19, 2007 – Web Developer position added under Article IV. Officers and Agents, Section 4.07
July 17, 2008 – Treasurer-Elect position added under Article IV. Officers and Agents, Sections 4.01, 4.02, 4.06 and Article V. Committees, Section 5.02
July 17, 2008 – Clarification of voting members from the state in which the Vice-President will represent are the only members allowed to vote for the state Vice-President position was added under Article IV. Officers and Agents, Section 4.02
July 21, 2011 – Exhibitor Liaison position was amended to now be labeled Exhibitor and LAC Liaison under Article IV. Officers and Agents, Section 4.07 and Article V. Committees, Section 5.02
July 21, 2011 – Marketing and Communications Coordinator position added under Article IV. Officers and Agents, Section 4.07
July 21, 2011 – Awards Committee was amended to now be labeled Awards, Honors, and Recognition Committee under Article V. Committees, Section 5.02 and Article IV. Officers and Agents, Section 4.06
July 18, 2013 – Membership will be defined as in Article IV of the Articles of Incorporation of the Association was added to the first sentence, Article II. Members, Section 2.01 Dues and Fees.
July 18, 2013 – No ballots will be accepted over the phone, or accepted after 12 midnight of the deadline date. This sentence was revised to no ballots will be accepted over the phone, or accepted after 11:59 p.m. of the deadline date.
July 27, 2017 – Clarified requirements for lapse in membership, as well as clarifying how RMACRAO Dues are determined.

July 27, 2017 – Changed the timing of the Annual Meeting to any time during the month of July.

July 27, 2017 – Removed the specified state rotation for location of Annual Meetings and changed the selection to occurring through a proposal and bid process.

July 27, 2017 – Clarified how the number of votes per member institution is determined.

July 27, 2017 – Clarified that a vacancy resulting from an unfilled position does not constitute an un-expired term.

July 27, 2017 – Updated bylaws to remove outdated means of communication allowing the organization to leverage technology.

July 27, 2017 – Modified the Vice President roles to being portfolio driven rather than being geographic driven.

July 27, 2017 – Clarified the transition timing for the Treasurer and Treasurer-Elect positions.

July 27, 2017 – Removed the Newsletter Editor position and shifted the duties to the Marketing & Communication Coordinator position.

July 27, 2017 – Clarified the Honorary Membership requirements and responsibilities.

July 12, 2018 – Modified of the Vice President positions, clarified duties and descriptions to keep consistent with all positions.

July 12, 2018 - Added new position in response to AACRAO; AACRAO Government Relations Liaison.

July 18, 2019 – Modified Section 4.07 Other Officers and Committees to add the position of Controller.

July 18, 2019 – Modified Section 4.06 Authority and Duties of Officers to align the Treasurer duties with the new controller position.

July 18, 2019 – Modified Section 4.01 Number and Qualifications to reflect no person may simultaneously hold the offices of President, Treasurer and Controller.