



Bylaws

Amended:

- 05 April 2003
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I. Article 1 – Organization

A. Name

The name of this organization will be “Rural Community College Alliance.”

B. Mission

The Rural Community College Alliance is a network and advocacy group that helps build the capacity of member community colleges to improve the educational and economic prospects for rural America. The Alliance seeks to reduce rural isolation and share effective solutions to problems facing distressed rural communities. To fulfill this mission the Alliance will:

1. Be an advocate for its members and the distressed communities served by them.
2. Be a voice in the development of national and regional policy relating to rural education, economic development, and community development.
3. Reduce isolation of the members by informing them about common challenges and issues.
4. Maintain the membership network to provide ongoing support and advocacy for rural issues.
5. Serve as a clearinghouse for information on educational and economic issues that might affect the member colleges.
6. Help with resource development, technical assistance, and research to address these issues.
7. Increase access to education in rural communities.
8. Focus on the proposition that effective economic development is tied to education.

C. Offices

The principal office of the Rural Community College Alliance will be:
750 Commercial Street, Suite 182, Astoria, OR 97103

D. Nonprofit Status

The Alliance is organized and operated exclusively for the purposes outlined in Article 1-B. Despite any other provision of these articles, the Alliance will not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of the Alliance. It shall not engage in any activity which is not permitted by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

1. The alliance will attempt to influence national policy as defined in the mission of the Alliance. The Alliance will not participate in or intervene in (including publishing or distributing statements) any political campaign for any candidate for public office.

E. Property

The property of the Alliance is irrevocably dedicated to the purposes of the Alliance and no part of the net income or assets of the Alliance will ever inure to the benefit of any Board



member, officer, or member of it, or to the benefit of any private person. Upon the dissolution of the Alliance, all liabilities and obligations of the corporation shall be paid and discharged, and the remainder of the corporation's assets shall be distributed as follows:

1. Assets held by the RCCA on conditions requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with such requirements;
2. Other assets shall be distributed to MDC Inc., a 501(c)(3) corporation located in Chapel Hill, North Carolina, if at the time of RCCA's dissolution said organization is still in existence and is tax-exempt under section (501(c)(3) of the Internal Revenue Code. If MDC is no longer in existence or no longer tax-exempt at the time of RCCA's dissolution, the assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

II. Article 2 – Membership

1. Basic membership will be Institutional. Institutional membership will be open to community colleges serving rural areas, and institutions with a similar mission who consider the Mission of the Alliance, as outlined in Article 1-B, to be important to the successful completion of their institutional mission.
2. The Board of Directors may establish Associate and Individual membership categories for individuals interested in and supportive of the mission of the Alliance.
3. The Board of Directors shall establish a dues schedule for all membership categories.



III. Article 3 – Board of Directors

A. Powers

The governing body of the Rural Community College Alliance shall be the Board of Directors, hereinafter referred to as the Board. The Board shall have final authority and responsibility for all business and activities of the Alliance, except as otherwise provided in these Bylaws or limitations imposed by law. Without limiting any such power or authority, the Board will have the authority to:

1. Determine Alliance objectives and formulate plans designed to meet them;
2. Establish policies for administering the affairs of the Alliance;
3. Adopt and control the operation, budget, and financial plans of the Alliance and assure the conduct of the financial affairs on a responsible basis following established policies. The Board will designate the principal executive officer of the organization who will supervise and control the business and affairs of the Alliance.
4. Appoint such committees as it deems necessary and to prescribe powers and duties for them;
5. Select and remove officers of the Alliance, and prescribe powers and duties for them, unless otherwise specified in these Bylaws;
6. Employ such personnel or contract with such entities as needed to perform the work of the organization.

B. Directors or Board Members

1. Directors or Board members should be selected based on their advocacy for rural colleges and students. Two thirds of the membership should have current or prior experience living and/or serving in a rural community, preferably a current or former president of a rural community college. All Board members should maintain active association with organizations or institutions that serve students living in rural areas or rural communities.
2. Board of Directors shall be composed of no fewer than 11 and no more than 15 members or directors, to be determined by the Board of Directors. Directors shall be elected by a majority vote of the sitting Board members.
3. Board shall ensure diversity in its membership and its officers, to be reflective of the member institutions.

C. Terms of Office

1. The Board will appoint new members for three-year terms. Directors must be re-elected.
2. The results of the annual appointment of directors shall be announced at the annual meeting of the Alliance.



D. Rights of Board Members

Each director will have the absolute right at any reasonable time to inspect the Alliance's books, records, documents of every kind, and physical properties, if any. The right of inspection includes the right to copy and make extractions of documents.

E. Vacancies

1. A vacancy or vacancies in the Board will be deemed to exist upon:
 - a. The death or removal of any director;
 - b. The resignation or retirement of a director from his or her institution;
 - c. An increase of the authorized number of directors; or
 - d. The resignation of a director from the Board. Such resignation shall be made in writing to the Chair.
2. The Board may elect a director at any time to fill a vacancy. Directors elected by the Board to fill vacancies will fill the balance of the term, if the departing director has not completed his or her term. If the resignation of a director is effective in the future, the Board may elect a successor to take office when the resignation becomes effective. No reduction of the authorized number of directors will remove any Director before that member's term of office expires.
3. In filling vacancies, the Board will satisfy the requirements set forth in Article 3-B and consider representation that reflects the diversity of the Alliance members.

F. Removal

When a quorum is present at a called meeting, the affirmative vote of the majority of the directors present may remove a director from the Board.

G. Compensation

Directors will not receive any compensation for their services; however, the Board may approve the reimbursement of a director's actual and necessary expenses incurred in the conduct of the business of the Alliance.

H. Meetings of the Board

1. The Board will meet at such locations as designated by the Board or via conference/video call.
2. The Board will adopt a resolution stating the time and place for holding regular meetings.
3. The Annual meeting of the Board will be held each year for purposes of organization, election of officers, and the transaction of other business.
4. The Chair may call special meetings of the Board. If seven members of the Board request a special meeting, the Chair will call a special meeting. The Secretary of the Board will give notice for special meetings at least 15 days in advance and the notice will include a detailed agenda.



5. All meetings of the Alliance are to be open unless designated closed for reasons permitted under appropriate statutes. A set amount of time will be made available for public opinions at each meeting of the Board.
6. The Secretary of the Board will distribute minutes taken at Board meetings before the next Board meeting for subsequent approval.

I. Notice

1. It will be the duty of the Secretary to provide notice of the date, time, and place of any meeting of the Board at least 15 days in advance by written notice delivered personally or sent by mail, e-mail, or fax to each Board member at his or her given address, fax, telephone number, or e-mail address as shown in the records of the Alliance. If mailed, such notice will be deemed to be delivered when deposited in the United States mail with postage prepaid. If notice is given by fax, such notice will be deemed to be delivered when the fax equipment confirms the receipt. If e-mailed, such notice is deemed delivered when a successful transmission is acknowledged and printed for the record.
2. Any director may waive the required notice of any meeting, as described above. The attendance of a director at any meeting is a waiver of the notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

J. Voting and Quorum

1. The majority of the directors in office are a quorum for the transaction of business at any meeting of the Board. If the number of directors diminishes during the meeting, business may still be acted upon providing the number of votes needed to pass items when a quorum was originally present is achieved.
2. If less than a quorum of voting directors is present, a majority of the directors present may adjourn the meeting to another date, time, and place. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another date, time, or place will be given before the reconvening of the adjourned meeting to the directors who were not present at the time of the adjournment.
3. In general, the Board will conduct business by consensus. However, when the Board cannot reach a consensus, directors will take a vote. The act of a simple majority of the directors present at a meeting at which a quorum is present will be the act of the Board, unless law or these Bylaws require the act of a greater number.

K. Conflict of Interest

No member of the Board of Directors will be financially interested in any contract or other transaction entered into by the Board, and any contract or transaction violating this is void. No member of the Board may use information, not a matter of public record, obtained because of Board membership, for personal pecuniary gain.



IV. Article 4 – Officers

A. Officers

The officers of the Alliance will be Chair, Chair-Elect, Past Chair, Secretary, and Treasurer. The Board may elect or appoint such other officers as it will deem desirable. Such officers will have the authority to perform the duties prescribed, from time to time, by the Board.

B. Qualifications, Election, and Term

1. The Board, at the annual organizational meeting, will elect the officers of the Alliance. If the election of officers is not held at the annual meeting, the Board will hold such election as soon after that as is conveniently possible.
2. Those elected will hold office for two years or until removed.
3. All officers will be directors.
4. The Chair-Elect will become Chair, unless the Board votes otherwise.
5. The Chair will become the Past Chair, unless the Board determines otherwise.
6. New offices may be created and filled at any meeting of the Board.

C. Chair

The Chair will preside at all meetings of the Board. The Chair may sign agreements, except in cases where the Board, these Bylaws, or a statute expressly delegates the signing and execution to another officer or agent of the Alliance. The Chair will perform all duties incident to the office and such other duties as from time to time may be assigned by the Board. The Chair is a non-voting member of all committees to which the Board has not otherwise appointed the Chair. The Chair should be a sitting president at a rural-serving institution. Should the active Chair no longer serve as sitting president, the Chair may finish the term, but may not be re-elected to serve an additional term as the Chair.

D. Chair-Elect

In the absence of the Chair, or in case of the Chair's inability or refusal to act, the Chair-Elect of the Alliance will perform such duties, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chair. The Chair-Elect will perform such other duties as from time to time may be assigned by the Chair or by the Board. The Chair-Elect should meet the same qualifications as the Chair. If the active Chair-Elect no longer meets the qualifications established by the Board, the Chair-Elect should resign from the office as early as is reasonable, in consultation with the Board officers, and a new Chair-Elect be elected from a member that meets the qualifications.

E. Past Chair

The Past Chair should be the most recent Chair and will automatically serve in this role at the conclusion of his/her term of office as Chair. In case the outgoing Chair is no longer a Board member or unable to serve, the Board may elect a Past Chair from among any board member who has served in any of the officer roles. In the absence of both the Chair and Chair-Elect, the Past Chair will perform such duties, and when so acting, will have all the



powers of and be subject to all the restrictions upon the Chair. The Past Chair will perform such other duties as from time to time may be assigned by the Chair or by the Board.

F. Secretary

The Secretary will keep or cause to be kept the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given according to the provisions of these Bylaws or as required by law; keep a membership list and a register of the post office address of each member that such members will furnish to the Secretary; and, overall, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

G. Treasurer

The Treasurer will maintain a Rural Community College Alliance bank account(s), co-sign checks, be responsible for keeping financial records, tax reporting, and arranging for an audit when necessary. The Treasurer will perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

H. Removal

The Board, whenever in its judgment that the best interests of the Alliance would be so served, may remove any officer elected or appointed by the Board by a two-thirds majority vote of the entire Board.

I. Vacancies

The Board may fill a vacancy in any office for the unexpired portion of the term.

V. Article 5 – Committees

A. Executive Committee

1. The Executive Committee will consist of the Chair, Chair-Elect, Past Chair, Secretary, Treasurer, and other officers elected by the Board.
2. The Executive committee may transact any business of the Board, except for those functions prohibited in Sections (a), (b), and (c) of Article 5-B-1.
3. The Executive Committee will meet regularly between Board meetings to address matters or respond to actions from prior Board meetings, meet with general or ad-hoc committees, plan future Board meeting agendas, or handle other business matters as noted in Article 5-A-2.
4. The Executive Committee will appoint an ad-hoc nominating committee to recommend to the Board a slate of new officers for election at the annual meeting.

B. General and Ad-Hoc Committees

1. The Board may by resolution designate additional committees to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of



the Board, will have all the authority of the Board, except that no committee, no matter the Board resolution, may:

- a. Take any final action on matters which under these Bylaws also requires approval of the Board;
 - b. Amend or repeal Bylaws or adopt new Bylaws;
 - c. Amend or repeal any resolution of the Board.
2. Each committee will consist of three or more members appointed by the Board.
 3. Meetings and actions of committees will be governed by the provisions of Article 3-I-K of these Bylaws that deal with meetings of Board members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Resolution of the Board may also call special meetings of committees and shall provide a three-day notice. Notice of special meetings of committees will also be given to all alternate members, who will have the right to attend all meetings of the committee. The Board may adopt rules for the conduct of any committee consistent with the provisions of these Bylaws.
 4. Any committee may establish subcommittees to help the conduct of their business.

VI. Article 6 – Funds and Contracts

A. Agency

1. Within any grant initiated by the Alliance, the Alliance will be expressly identified as the program recipient.
2. The Board may partner with other organizations when the Board determines it to be in the best interests of the Alliance.
3. The Alliance may enter an agreement with any party to function, at the pleasure of the Board, as the program or fiscal agent on any grant or contract, unless prohibited by law.
4. The Board may accept for the Alliance any contribution, gift, or bequest. The Board will determine distribution or sale of any property donated to the Alliance.

B. Annual Dues

Annual dues for Institutional, Associate, and Individual membership categories will be set by the Board of Directors.

C. Organizational Affiliations

The Alliance will maintain affiliations with other organizations, such as the American Association of Community Colleges, the Association of Community College Trustees, or other organizations, when such affiliations are deemed by the Board as appropriate and beneficial for the RCCA and its membership, and will support the purposes and objectives of the those affiliations.



VII. Article 7 – Parliamentary Authority

The Board of Directors will work by consensus to the maximum extent possible. When necessary for order, the rules contained in the latest edition of Robert’s Rules of Order will govern the Board in all cases to which they are applicable and in which they are consistent with these Bylaws.

VIII. Article 8 – Right of Indemnity

To the fullest extent permitted by law, the Board of Directors will indemnify its directors, officers, and other employees, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding.” To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this section in defending any proceeding covered by this section will be advanced by the Board before final disposition of the proceeding, on receipt by the Board of an undertaking by or on behalf of that person that the advances will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Board for those expenses.

IX. Article 9 – Insurance

The Board of Directors will have the right to purchase and maintain insurance, to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director’s, officer’s, employee’s, or agent’s status as such.

X. Article 10 – Annual report

The Board will report annually its administration of the Alliance. Such reports, or a summary thereof, will be provided to each Board member and published in such organization publications as the Board will designate.

XI. Article 11 – Amendment

These Bylaws may be altered, amended, and new Bylaws may be adopted if the majority plus two additional members of the Board present at any regular or special meeting of the Board, vote affirmatively. At least 15 days written notice must be given of intention to alter, amend, or to adopt new Bylaws at such a meeting. The notice of such a meeting must include the proposed revisions to be adopted and also the date, time, and place of the meeting. With the approval of the Executive Committee, mail ballots may be used to alter or amend the Bylaws.

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