

# Constitution & By-Laws

# Association Of California Community College Administrators

## CONSTITUTION

### ARTICLE I NAME

This organization shall be a self-governing, not-for-profit association called the *Association of California Community College Administrators (ACCCA)*.

### ARTICLE II MISSION, PURPOSE AND VALUES

ACCCA, the premier association for community college administrators in California, is recognized for providing both leadership excellence and leadership development.

#### **Section 1: ACCCA was formed to:**

- Provide programs and services to promote the general welfare of its members and of the California Community Colleges;
- Emphasize services that facilitate professional growth as well as standards of conduct among administrative/management personnel;
- Promote the development and understanding of the California Community College systems' goals and objectives as a member of California's tripartite system of higher education;
- Present the administrative/managerial perspective on issues facing California Community Colleges;
- Maintain continuous communication among community college administrators/managers and California state governmental agencies;
- Work closely with other related professional associations and agencies.

#### **Section 2: The Members of ACCCA Value:**

- Honesty, integrity and professionalism in leadership
- Ethical and effective advocacy
- Dedication to service and commitment to quality in support of educational access and student success
- Synergy and camaraderie through trust, teamwork and commitment
- A respect for the uniqueness, diversity and creativity within the college community
- Leadership excellence and promoting continuous professional development for all members

## **ARTICLE III MEMBERSHIP OF THE ASSOCIATION**

**Section 1:** Voting membership in the Association shall be available to all community college personnel who are full-time employees designated as administrator, manager, or supervisor by the college or district in which they are employed.

**Section 2:** Each member of the Association shall be entitled to one vote on issues presented to the membership.

**Section 3:** Regular membership shall be on an individual basis and shall continue as long as the member is designated an administrator, manager, or supervisor by the district in which they are employed, and on continued payment of monthly or annual dues.

**Section 4:** Associate membership (non-voting) will be available to others including part-time administrators meeting the designation criteria in Sec. 3, professionals in a related field and those working toward a degree in education administration but not employed by a college or district. Dues for Associate membership shall be paid annually upon a billing from the Association.

**Section 5:** Retired membership will be available to administrators retiring from service and is offered in order to maintain benefits at group rates and to encourage engagement and volunteerism in the system in retirement. Dues for retired membership shall be paid annually upon a billing from the Association.

**Section 6:** Business membership shall be available to companies who seek to do business with colleges and districts. Business Membership is year-to-year upon payment of annual dues.

## **ARTICLE IV THE BOARD OF DIRECTORS**

**Section 1:** The Board of Directors shall broadly represent the voting membership of the Association of California Community College Administrators.

**Section 2:** Members of the Board of Directors shall be elected annually by the membership to three-year staggered terms. Board members may be re-elected but may serve no more than two consecutive terms. The President of the Board shall appoint individuals to complete uncompleted terms of Board members, subject to the approval of the Board of Directors.

**Section 3:** To represent the interests of ACCCA Business Members one Board representative (non-voting) shall be appointed by the president for a two-year term. The representative may be re-appointed, but can serve no more than two consecutive terms. The Board will appoint an alternate Business Board member from among existing Business members of ACCCA to coincide with the schedule of the annual Board election. The alternate may succeed the Corporate Board Member once their term is completed.

**Section 4:** To represent the interests of retired administrators one retired member (voting) shall be appointed by the President for a two-year term. The retired board member may be re-appointed but can serve no more than two consecutive terms.

**Section 5:** The officers of the Association shall be the President, President-Elect, and 2<sup>ND</sup> Vice President who may perform the duties of Treasurer, as well as the Immediate Past President. Officers shall be elected by the Board for a one-year term of office commencing on July 1 of each year, or at each annual planning meeting, whichever is first.

To ensure continuity the office of President-Elect shall ascend to the office of President in the following year. In the event that the President, and/or the President-Elect, are in the final year of their elected terms and choose not to run for re-election, they are entitled to assume the next office in the following year. This would, therefore, create additional seats on the Board for that year. The office of the 2<sup>nd</sup> Vice President may ascend to the office of President-Elect.

**Section 6:** An executive or administrative officer shall be employed by the Board and hereinafter referred to as "Executive Director". The Executive Director shall serve as Secretary to the Board, and as an ex-officio, non-voting member of both the Executive Committee and of the Board.

**Section 7:** The Executive Committee of the Association shall be comprised of the elected officers of the Board and the Executive Director.

## **ARTICLE V ASSETS OF THE ASSOCIATION**

**Section 1:** ACCCA is designated by the IRS as a 501 (c) (6) organization formed solely for non-profit purposes and abides by all related tax code and reporting requirements.

## **ARTICLE VI ADOPTION AND REVIEW**

**Section 1:** The Constitution shall be reviewed annually by the Board of Directors. Substantive changes to the Constitution which affect original intent shall be recommended by the Board of Directors to the membership and approved by a majority of the votes received of the membership.

# BY-LAWS OF THE ASSOCIATION

## ASSOCIATION OF CALIFORNIA COMMUNITY COLLEGE ADMINISTRATORS

### PREAMBLE

These by-laws describe the general operating principles adopted by the Board of Directors to achieve the objectives and purposes of the Association as stated in the Constitution. The Association's operating policies and procedures contain more specific details on process which are consistent with these by-laws.

### ARTICLE I BOARD OF DIRECTORS

**Section 1. General Purpose**—The operations of the Association shall be planned, monitored and evaluated by the Board of Directors. The Board may delegate the responsibility for governing and management of certain services and activities to administrative staff, commissions, committees, and individuals within the rules and regulations set by the Board.

**Section 2. General Duties**—Individual Board members will assume leadership for the mission of the Association. The Executive Committee shall be responsible for coordinating assignments of Board members and will provide appropriate direction to the Executive Director.

The Board of Directors carries not only the usual policy-making and oversight responsibilities, but is also an Executive Board in that each member of the Board is assigned work responsibilities with one or more of the Association's commissions, committees or projects.

The work of the Association is carried out by the voluntary efforts of the Board, the Association's commissions and committees, the membership, paid staff and/or consultants. Because staff resources are limited, outsourcing for routine production and/or necessary professional services is expected. In order to obtain specific skills or to engage specific services for an extended period of time, the Board, on behalf of the Association may enter into limited contracts.

In conducting the affairs of the Association, the Board may expend in any fiscal year the current income and such amount from its reserve funds as may be necessary to accomplish its purposes. The Board shall at no time incur indebtedness in excess of the then net assets of ACCCA.

The Board shall exercise oversight of Association operations, and may remove any elected person by a two-thirds vote of the Board present at a duly called meeting.

The Executive Director will be evaluated annually by the Executive Committee of the Board. The Executive Committee shall report to the Board any actions taken with regard to employee evaluations, promotions or merit, as well as any disciplinary actions taken by it in the course of its supervision of the Association's Administrative staff.

**Section 3. Composition**—The Board shall be composed of 17 elected positions and such other appointed and ex-officio positions as described herein. In years when the President and/or President-Elect choose not to run for re-election to the Board but wish to fulfill their terms as officers, an 18<sup>th</sup> and/or 19<sup>th</sup> seat on the Board shall be created to facilitate the transition of officers.

- a. Elected Positions. Each year a ballot of eligible candidates shall be established prior to May 1 successful nominees are elected to three-year staggered terms and

incumbents may re-run for a maximum of two consecutive terms. An attempt shall be made by the Nominating Committee to achieve the following composition of the full Board:

- Three chief executive officers, including representatives from multi-college and single college districts;
  - Four administrative services officers, two of whom shall be human resources officers, and two of whom shall be fiscal officers or representatives of business services;
  - Three student services administrators, one of whom shall be a chief administrative officer;
  - Three instructional service administrators, one of whom shall be a chief administrative officer;
  - Three administrators at-large, two of whom shall be representative of middle management.
  - One classified management representative. This board position will be included on the ballot every other year.
  - One business member appointed to represent the business members of the Association. The term of office is two years and an alternate will be named. Candidates will be selected from the ranks of all business members of ACCCA. The position is considered ex-officio and non-voting, but may have the privilege of the floor.
  - One retired member appointed to represent the retired members of the Association. The term of office is two years. Candidates will be selected from the ranks of all retired members of ACCCA.
- a. Ex-Officio Positions. Chairpersons of Commissions and standing committees of the Board shall hold ex-officio positions on the Board, if not already serving in elected positions. Ex-Officio positions shall be non-voting and cannot hold officer positions on the Board, but have the privilege of the floor.

#### **Section 4. Election and Appointment of Directors**

- a. Nominating Committee. A Nominating committee chaired by the President-Elect will be appointed annually and convene at each spring meeting to solicit nominees for the annual Board election. The committee will be comprised of not less than three additional members of the board and shall meet at the discretion of the chair.
- b. Elected Directors. The Association shall conduct a Board election in May of each year. The Nominating Committee shall establish a ballot by May 1 with at least one qualified candidate for each open position after soliciting nominations from affiliate groups and from within the membership. A majority of those members voting shall elect. In preparing the ballot, attention will be given to promoting diversity and representative goals by reflecting the population served by the Association.
- c. Vacancies. The President, with the approval of the Board, is authorized to appoint to fill a vacancy for an elected or appointed Board member. If an officer resigns, the Board will elect a new officer at the next meeting of the Board to fulfill that term. The appointed member may run for re-election to maintain their seat on the Board for up to two consecutive terms.

**Section 5. Meetings**—The ACCCA Board of Directors shall meet a minimum of four times each year and meetings may be in person meetings or via phone or video conference at multiple locations upon agreement of the Board. There shall be an annual planning meeting of the Board for purposes of electing officers, providing orientation to new Board members, receiving the annual reports of the Commissions, reviewing the progress of the Association’s strategic plan and setting goals and objectives for the Association in the coming year. The annual planning meeting will be held at the close of each fiscal year. Notice of each meeting shall be given to Directors at least five days prior to the meeting.

**Section 6. Quorum and Action**—A majority of the whole Board shall constitute a quorum for the transaction of business at any meeting of the Board. The action of a majority of Board members present at a meeting at which a quorum is established shall be the act of the Board of Directors except where otherwise provided in the by-laws.

**Section 7. Removal**—Any Board member may be removed by a two-thirds vote of the full Board. The vacated position shall remain so until a successor is either duly elected or appointed and can assume office. Any Commission Chairperson or other volunteer may be removed on the recommendation of the Executive Committee with the approval of the Board.

## **ARTICLE II OFFICERS OF THE BOARD**

**Section 1. President**—The President serves as chairperson of the Board of Directors, Chairperson of the Executive Committee and as an ex-officio member of all commissions and committees.

The President works closely with the Association’s Executive Director and shall be kept informed of all significant events taking place within the operation of the Association, and is entitled to regular reports from the Executive Director, consultants and commission/committee chairs.

The President shall perform all duties incidental to the office and such other duties as may be prescribed by the Board.

**Section 2. President-Elect**—In the absence of the President, or in the event of a vacancy in the office, the President-Elect shall perform the duties of the President. The President-Elect is an elected member of the Board of Directors, and serves as Chair of the nominating committee and a member of the Executive Committee. The President-Elect shall perform such other duties as assigned by the President of the Board.

**Section 3. Second Vice President**—The 2<sup>nd</sup> Vice President serves as Chairperson of the Finance Committee and shall have charge and custody over the funds and assets of the Association. He/She shall approve and supervise the receipt and disbursement of all funds as outlined in the annual budget approved by the Board and as specified in Article V. The 2<sup>nd</sup> Vice President shall exercise oversight of staff in its performance of bookkeeping and accounting duties; approve regular financial reports to the Board; approve the annual forecast of income and expenditures for budget planning; ensure employee bonding if directed by the Board; and perform such other duties which may be assigned by the President.

**Section 4. Past President**—The immediate Past President shall serve the Board in either an elected or an ex-officio capacity; shall serve as the Association’s representative on the Chancellor’s Consultation Council and as a member of the Executive Committee. They shall assist the President in the orderly transition of new officers; and shall perform other duties that may be assigned by the President.

**Section 5. Election of Officers**—At the annual planning meeting of the Board an election for the offices of President, President-Elect, and 2<sup>nd</sup> Vice President shall be conducted. A slate of officers is submitted by the Executive Committee for the Board's consideration. In the event an officer of the board is unable to assume the next higher office, alternate candidates may be nominated from among elected Board members. All Board members may vote. A majority of those voting is required to elect any individual to office.

**Section 6. Other Officers**—If necessary, others—such as the Executive Director or the Chairpersons of Commissions—may act in the capacity of an officer. In such specific instances, the President may delegate such authority to that person.

### **ARTICLE III COMMISSIONS AND COMMITTEES**

**Section 1. General Purpose**—As a voluntary organization, ACCCA relies on its commissions and committees to carry out the activities of the Association.

- A. Definitions—A Commission is responsible for governing and managing a primary service as designated by the Board of Directors. A Committee is responsible to a Commission or directly to the Board, to assist in researching, planning, or implementing specific segments of a primary service.
1. Terms and Composition—Commission and Committee members will be chosen primarily for their ability to contribute to the specialized services for which it is organized. Members will be appointed based on their ability to meet the needs and purposes of the group. Terms of commission/committee members shall be year-to-year unless otherwise indicated. Annual appointments of commission members are confirmed by the Board upon the recommendation of the Chairperson at the annual planning meeting of the Board. Commission Chairpersons may recommend new appointments to the President in keeping with the charter of that Commission, at any Board meeting. The President may confirm the appointment with the advice and consent of the Board.
  2. Work Plan and Budget—Each Commission will annually develop its goals and objectives as a work plan, and in concert with the Executive Director will establish a corresponding proposed budget for inclusion in the Association's proposed budget and for the consideration of the Board. The Commission will submit the work plan and budget for the Board's first review at the annual planning meeting and final adoption at the Board's fall meeting. The status of the work plan of the Commission will be reviewed and evaluated periodically by the Board to ensure that it continues to progress and continues to be in concert with the established goals of the Association.
  3. Annual Report—Prior to the annual planning meeting of the Board, each Commission will submit to the Executive Director a report of its activities and accomplishments in the prior year, and a proposed roster and calendar of meetings and events for the Board's review.

**Section 2. Commissions**—Following are the established Commissions of the Association that operate under guidelines established by the Board as contained in the Operating Procedures:

- Commission for Legislation and Advocacy (CFLA)
- Management Development Commission (MDC)
- Communications Oversight Commission (COC)

Each Commission shall be directed by an individual or individuals who will be chosen from among the Association's membership, appointed by the President and confirmed or re-confirmed on an annual basis.

At the annual planning meeting and/or as required, Chairpersons of Commissions shall be confirmed by the Board in time to assume their ex-officio positions on the Board at its next meeting.

The term of office for each Commission Chair shall be one year and they may be re-appointed. Such appointments are subject to the approval of the Board. Each Commission Chairperson will serve as a non-voting ex-officio member of the Board of Directors with privileges of the floor unless already serving as an elected Board member.

**Section 3. Committees**—A committee of the Association may be a standing committee or an affiliated or ad hoc committee.

- A. Standing Committees of the Board. A standing committee shall be responsible to the Board or to a Commission and will have its duties, functions, and membership described in the Policies and Procedures manual.
1. Executive Committee—The Executive Committee shall be composed of the officers of the Association with the President as Chairperson. The Executive Director and Chairpersons of the Commissions will serve in an ex-officio capacity and may attend meetings of the Executive Committee at the invitation of the President. The authority herein conferred upon the Executive Committee shall not operate to relieve the Board of Directors, or any officer, of the responsibilities imposed by these by-laws. The committee will meet on an on-call basis to:
    - Consider and/or act upon emergency matters in the interim between meetings of the Board of Directors;
    - Review, approve, and coordinate the annual work plans of Commissions;
    - Plan for new and/or improved programs and services;
    - Develop agenda issues and recommendations to the Board on position statements for the Association;
    - Evaluate the performance of the Executive Director;
    - Evaluate the various services and activities of the Association to assure that stated purposes are being achieved;
    - Evaluate, as needed, the quality of services rendered by members of the Board, Commissions, Committees and act to remove unproductive members or Chairpersons;
    - Keep the by-laws and operating procedures current;
    - Prepare an annual report for the Board on the state of the Association including any recommended changes for the consideration of the Board.
  2. Finance Committee—The Finance Committee is chaired by the 2<sup>nd</sup> Vice President and shall be composed of at least three members of the Board appointed by the President, with the Executive Director and Association's Accountant serving in an ex-officio capacity. The Committee shall meet at least twice each year to review the annual and semi-annual budget projections and status reports as prepared by the Association's staff and contracted CPA.
  3. Nominating Committee—The Nominating Committee is chaired by the President-Elect and shall be composed of at least four additional ACCCA members appointed by the Board and intended to be representative of the four commissions of the Association. The committee shall meet at least twice each year to review information

provided by the Executive Director and shall convene annually in April to confirm the establishment of the annual board election ballot.

**B. Affiliated Committees:**

1. Ad Hoc Committees or Task Groups—The President or a Commission Chairperson may establish temporary task groups for specific or short-term purposes, and shall appoint the membership and an individual to serve as coordinator. The work of all such task groups shall be reported periodically, either to the Board directly or through the Commission for which it is organized.
2. Political Action Committee—The ACCCA Political Action Committee (ACCCA-PAC) is a voluntary, independent, unincorporated committee formed to influence policy affecting California Community Colleges and their administrators through political action.

The Committee shall be composed of five members appointed by the PAC Chair who shall also serve as a member. Officers of the Committee include Chair, Vice Chair and Treasurer who monitor contributions by members and ensure that all applicable reporting requirements are carried out. The PAC shall meet at least once each year.

Contributions of the membership shall comprise the PAC fund. The PAC fund shall only be expended for purposes of the PAC with the concurrence of at least three of the five members of the Committee.

## **ARTICLE IV AFFILIATION**

**Section 1.** The Association may participate in the activities of, and share expenses with other related administrative organizations otherwise known as “affiliates” which contribute to and significantly benefit the purposes of ACCCA.

The Board shall periodically review and consider common goals and activities between ACCCA and its affiliated organizations.

- ACCCA seeks mutual affiliation with all administrative organizations. Any California Community College administrative organization that has within its membership community college administrators who are also members of ACCCA or are eligible to become members of ACCCA is encouraged to fully participate in the Association’s activities and advocacy efforts.

## **ARTICLE V MEMBERSHIP DUES**

**Section 1. Authority to Determine**—Membership dues shall be established annually by the Board of Directors. The membership year shall be July 1 through June 30. Initial membership dues shall be pro-rated to correspond with the fiscal calendar.

**Section 2. Regular Membership**—Monthly payroll deduction payment of dues shall be encouraged however; both monthly and annual payment of dues will be facilitated by the ACCCA Office. Dues shall be based on a sliding scale according to the member’s current salary. Specific benefits are included in membership.

**Section 3. Retired Membership**—Members in the categories of administrator, manager, or supervisor who have retired from their profession shall be allowed to continue their membership in ACCCA. To continue membership, retired members shall pay dues at a rate to be determined by the Board, but which is less than the rate of full membership. Retired members shall retain the right to vote on any issue put before the full membership and shall have access to SASS benefits at a rate to be determined by the provider (SASS).

**Section 4. Associate Membership**—Non-voting Associate membership will be offered to those individuals otherwise employed either outside community college administration, within administration but on a part-time basis, or enrolled in administrative/management programs and other such criteria that the Board of Directors may approve. The level of dues assessed for Associate membership shall be determined by the Board on an annual basis. Associate members shall not be included in member benefits provided by School Administrators Special Services (SASS).

**Section 5. Lifetime Membership**—The honor of a lifetime membership in ACCCA is set aside for those administrators who have participated and remained active in the Association throughout their careers, and are entering into retirement. The Lifetime Membership may be bestowed by the Board of Directors, or may be purchased as a retirement gift for an honoree by a college or district upon the approval of the Board, at a rate of three times the amount of the member's annual dues at the time of retirement. The designation of Lifetime Membership shall entitle the member to continue to participate in the activities of the Association after retirement at no cost.

**Section 6. Business Membership**—Business membership in ACCCA shall be available to companies who do business with colleges or their employees and seek opportunities for involvement in ACCCA. Business Membership shall be granted upon review of the application for membership and payment of annual dues. The amount for dues for business membership shall be determined by the Board on an annual basis.

## **ARTICLE VI FINANCIAL RECORDS AND ACCOUNTS**

**Section 1. Records.** The Board of Directors shall ensure that a record of accurate minutes, a current Policy and Procedures Manual, and a current list of the membership, Commission and Committee members, and a chronology of the officers of the Association are kept and made available to the membership when requested.

**Section 2. Books.** The Finance Committee shall ensure that current accounts for all receipts and disbursements in the name of the Association are maintained. A financial report shall be made at each Board meeting. An annual review of internal financial processes conducted by a Board approved outside party or organization shall be conducted at the conclusion of each fiscal year. Resulting recommendations from the annual review will be reported to the Board by the Finance committee according to a timetable provided by the Finance Committee. The Board will receive a report on the progress of implementing resulting recommendations at each Board meeting. A financial audit will be performed as required by the Finance Committee by an outside accounting firm selected through a Board-approved bidding process.

- A. Checks and Drafts. All checks, drafts, or other payments of money, notes or other evidence of indebtedness issued in the name of the Association shall be processed by the Executive Director in an expeditious manner as determined by the Finance Committee and approved by the Board of Directors and described in the Association's operating procedures manual.

- B. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Finance Committee may designate. Funds received directly to the General Fund account via credit card deposits will be reconciled monthly with the online service provider and the bank and verified by the accountant in the monthly cash report prepared by the Association's bookkeeper.
- C. Reserve and General Funds. The funds of the Association shall be divided into reserve funds and general funds. Reserve funds shall include all gifts, grants, or moneys in excess of expense from special events and projects, and shall be used solely for the purpose of supplementing the General Fund for costs associated with member services and/or administrative costs. Additional descriptions of the maintenance of the Reserve Fund shall be contained in the operating procedures manual.
- D. Restricted Funds. Funds collected for the sole purpose of awarding as scholarships or cash awards are considered restricted and cannot be spent as General Fund revenues. An example of these funds and the processes for collecting and disbursing and reporting these funds is contained in the policies and procedures manual.
- E. Policy for Use of Program Balances. Annually, the Board of Directors approves an operating budget to allocate estimated revenues and carry-forward balances for specific commission/committee activities and the general operating needs of ACCCA. The overall budget development program is managed by the Executive Director subject to guidance and oversight of the ACCCA Board of Directors. The ACCCA Finance Committee regularly reports to the Board of Directors on actual revenue and expenditures compared to the annual budget plan. The Finance Committee also recommends the transfer of funds between accounts and commission/committees to adjust budgeted amounts based on change of revenue estimates and the needs of the program.

It is normal that the approved budget for commissions/committees and for operating expenses will not be fully expended during the fiscal year. Unexpended funds will be used for the following in the priority order shown:

- Funds will be restricted for known encumbrances for costs incurred during that fiscal year. An encumbrance is for contracted services, employee salaries, or other obligations for services that are provided in that fiscal year, but not paid by June 30.
- Any budgeted amounts that are not spent or encumbered will be transferred at year-end to the Reserve Fund account to achieve an account balance of 10% of the total annual budgeted expenditures for ACCCA commissions/committees and operating needs (a Board-designated goal).
- Unspent and unencumbered funds, in excess of the above stated 10% Reserve Fund standard, will be carried forward as unrestricted funds to the succeeding budget year and used as directed by the Board of Directors.

**Section 3. Contracts.** Any contract entered into in the name of, and on behalf of, the Association shall and must be authorized and approved by the Executive Committee with the concurrence of the Board of Directors. The Board may delegate this authority to officers or staff in specific instances.

**Section 4. Policy and Procedures Manual.** The Board shall keep an up-to-date compilation of current and effective operating procedures to be maintained for purposes of guiding volunteers and staff in carrying out the work of the Association.

## **ARTICLE VII**

### **Amendments**

These by-laws may be altered, amended, or repealed and new by-laws adopted by a majority vote of the Board of Directors present at any regular or special meeting, provided that at least five days written notice is given of the intention. Final approval of revised Association By-Laws and its constitution shall be by a majority vote of the members present at the annual convention.