

# ASSOCIATION OF CALIFORNIA COMMUNITY COLLEGE ADMINISTRATORS (ACCCA)

## BY-LAWS OF THE ASSOCIATION

### PREAMBLE

These by-laws describe the governance 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 ACCCA 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 members, the Association's commissions and committees, the membership and 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 engage specific services for an extended period, 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 assets of ACCCA.

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

The Executive Director shall be evaluated annually by the Executive Committee of the Board, and other administrative staff shall be evaluated on a regular basis by the Executive Director. 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 in the course of its supervision of the Association's administrative staff.

### **Section 3: Composition**

The Board shall be composed of at least 16 elected positions and such other appointed and ex officio positions as described herein. In years when the incoming President, the Vice President/President-Elect is either ineligible or chooses not to run for re-election to the Board, but wishes to fulfill their terms as officers, additional seats may be created to facilitate the transition of officers.

- a. *Elected Positions.* Each year a ballot of eligible candidates for the Board shall be established prior to May 1<sup>st</sup>. Successful nominees are elected to three-year staggered terms, and incumbent candidates may 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 (3) Chief Executive Officers, including representatives from both multi-college and single college districts;
  - Two (2) Human Resource administrators, one of whom shall be a Chief Human Resource Officer;
  - Two (2) Business administrators, one of whom shall be a Chief Business Officer;
  - Three (3) Student Services administrators, one of whom shall be a Chief Student Services Officer;
  - Three (3) Instructional Services administrators, one of whom shall be a Chief Instructional Officer; and,
  - Three (3) “at large” administrators
  - One business member representative appointed by the Board to represent all business members of the Association. The term of office for this Board position is two years with a maximum of two consecutive terms. 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 representative appointed by the Board to represent all retired members of ACCCA. The term of office for this Board position is two years with a maximum of two consecutive terms. Candidates will be selected from the ranks of all retired members of ACCCA.
- b. *Ex Officio Positions.* Chairs of Commissions and Standing Committees of the Board shall hold ex officio status on the Board if not already serving in an elected position. Ex officio positions on the Board shall be non-voting, and cannot hold officer positions, but will have the privilege of the floor.

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

- a. *Elected Directors.* The Association shall conduct a Board election in May of each year. A Nominating Committee shall establish the ballot by May 1<sup>st</sup> with at least one qualified candidate for each open position. Nominees will be selected from among the membership. All eligible ACCCA members may vote and a majority of those voting shall elect the Board members for this election cycle. .
- b. *Vacancies and Appointments.* The President, with the approval of the Board, is authorized to appoint qualified candidates to fill any vacancy for an elected or appointed Board position. The appointed member may run for re-election to

maintain a seat on the Board for up to two consecutive terms following the appointment. If the vacancy is that of an officer position, the Board will elect, at its next meeting, a new officer from among the current Board to complete that term.

**Section 5: Meetings**

The ACCCA Board of Directors shall meet a minimum of four times each year. Board members are expected to attend all meetings, which may be in-person at multiple locations upon agreement of the Board or via phone or video conference.

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. The annual planning meeting will be held at the close of each fiscal year and notice of each meeting will 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 action of the full Board of Directors except where otherwise provided in the by-laws.

**Section 7: Removal**

Any Board member may be removed for cause by a 2/3 vote of the Board. The vacated position shall remain so until a successor is either duly elected or appointed and can assume office. Any Board member, Commission Chair or other volunteer may only 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 Chair of the Board of Directors, Chair of the Executive Committee and as an ex officio member of all commissions and committees. The President works closely with ACCCA’s Executive Director and shall be kept informed of all significant events taking place within the operation of the Association. He/she shall receive 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 of President, the Vice President/President-Elect shall perform the duties of the President. The Vice President/President-Elect is an elected member of the Board of Directors, and also serves as Chair of the Nominating Committee and a member of the Executive Committee. The Vice President/President-Elect shall perform such other duties as assigned by the President of the Board of Directors.

**Section 3: Immediate 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. And, shall assist the President in the orderly transition of new officers; and shall perform other duties that may be assigned by the President.

**Section 4: Election of Officers**

At each annual planning meeting of the Board an election for the offices of President and Vice President/President-Elect shall be conducted. In advance of the annual planning meeting, the Chair of the Nominating Committee shall solicit from the full membership of the Board interest to serve as an officer of the Association. The slate of candidates shall be presented to the Board members at the annual meeting of the Association. All duly elected Board members present at the annual planning meeting may vote. A majority of those voting is required to elect any individual to office.

**Section 5: Other Representatives**

If necessary, others such as the Executive Director or Chairs of Commissions may be designated to represent the Board. In such specific instances, the President delegates 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 managing a primary service as designated by the Board of Directors. A Committee is responsible to a Commission or to the Board (Standing Committees), to assist in researching, planning or implementing specific segments of a primary service.
  - i. *Terms and Composition.* Commission and Committee members will be chosen primarily for their ability to contribute to the specialized services for which the group 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 Executive Director at the annual planning meeting of the Board. Commission Chairs may recommend new appointments to the Executive Director in keeping with the Charter of that Commission at any Board meeting or any meeting of the Executive Committee. The President may confirm the appointment with the advice and consent of the Board.
  - ii. *Work Plan and Budget.* Each Commission will annually develop a set of goals and objectives as a work plan, and in concert with the Executive Director, will establish a budget. 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. Each Commission will report progress to the Board at each Board meeting, and the Board will ensure that the work of each Commission continues to progress and is aligned with the established goals of the Association.

- iii. *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, a proposed roster of members and a calendar of meetings and events for the Board’s review and consideration.

**Section 2: Commissions**

Following are the established Commissions of ACCCA that operate under the guidelines established by the Board as contained in the Operating Policies and Procedures:

- a. *Commission for Finance, Legislation and Advocacy (CFLA)*
- b. *Management Development Commission (MDC)*

Each Commission shall be chaired by an individual or individuals who will be chosen from among ACCCA’s membership, appointed by the Executive Director and confirmed or re-confirmed on an annual basis by the Board.

At the annual planning meeting and/or as required, Chairs 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 is one year and they may be re-appointed. Such appointments are subject to the approval of the Board. Each Commission Chair will serve as a non-voting, ex officio member of the Board of Directors. For purposes of the Board “ex officio” shall mean ‘member by virtue of his/her office’ and as noted here, ex officio members shall not have voting privileges (unless by virtue of having been an elected Board member) but shall have speaking privileges, unless otherwise stipulated.

**Section 3: Committees**

Committees or Operational Workgroups of ACCCA may be Standing Committees, or they may be affiliated or ad hoc committees as deemed necessary by the Executive Director.

- a. *Standing Committees of the Board.* A standing committee shall be directly responsible to the Board and will have its duties, functions, and membership described in the Operating Policies and Procedures manual.
  - i. *Executive Committee.* The Executive Committee shall be composed of the officers of the Board with the President serving as Chair. The Executive Director and the Chairs of the Commissions will serve in an ex officio capacity on the Executive Committee and may attend meetings at the invitation of the President. The authority herein conferred upon the Executive Committee shall not relieve the Board of Directors or any officer, of the responsibilities imposed by these by-laws. The Executive Committee will meet on a regular basis to:
    - Consider and/or act on emergency or timely matters in the interim between board meetings;
    - Plan for new and/or improved programs and services;
    - Articulate official Board positions, develop meeting agendas and recommendations for the Board’s consideration;
    - Evaluate the performance of the Executive Director;
    - Evaluate the various services and activities of the Association to assure that its stated purposes are being achieved;

- Evaluate the quality of service rendered by members of the Board, Commissions and Committees and act to remove unproductive Chairs or members;
  - Prepare an annual report for the Board on the state of the Association including any recommendations for changes for the consideration of the Board.
- ii. *Nominating Committee.* The Nominating Committee is chaired by the Vice President/President-Elect and shall be administered by the Executive Director. The Committee is composed of at least two members and may include up to four additional members of the Association appointed by the Board.
- iii. *Operating Policies and Procedures Committee.* The Operating Policies and Procedures Committee is chaired by the Executive Director and comprised of up to five members of the Association who are appointed by the President. The Committee shall meet as needed, but at least annually to consider proposed operational processes and/or policy changes and update accordingly. The Committee will ensure that a review of the Constitution and By Laws and the Operating Policies and Procedures shall be provided to the Board for their consideration and to enact.
- b. *Other Committees.*
- i. *Ad Hoc Committees or Work Groups.* The President or a Commission Chair may establish temporary work groups or ongoing Commission teams 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.
- ii. *Political Action Committee (ACCCA PAC).* The ACCCA Political Action Committee is a voluntary, independent, unincorporated committee formed on ACCCA's behalf to influence policy affecting California Community Colleges and their administrators through political action. The PAC also educates ACCCA members and others about the political process in California as it affects community college policies, practices and funding. As an independent board, the PAC shall establish its own rules of operation which are separate from those of the ACCCA Board.

## ARTICLE IV MEMBERSHIP DUES

### **Section 1: Authority to Determine**

Membership dues rates and criteria shall be reviewed annually by the Board of Directors and adjusted only at the direction of the Board. The membership year shall be from July 1 through June 30. Initial membership dues shall be pro-rated to correspond with the first full month of membership.

### **Section 2: Membership**

Monthly payroll deduction for payment of dues shall be encouraged however, both monthly and annual payment of dues are acceptable. Dues shall be based on a sliding scale according to the member's

annual salary. Specific benefits are included as a part of membership, and these benefits are determined by the Board on a regular basis.

**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 after retirement, eligible members shall pay dues at an annual rate to be recommended by the Executive Director and approved by the Board, but which is less than the rate of full membership. Retired members, as long as they remain in good financial standing, shall retain the right of membership to vote on any issue put before the full membership, and shall have access to benefits at a rate to be determined by the provider.

**Section 4: Associate Membership**

Non-voting Associate membership will be offered to those individuals employed either as faculty or classified personnel of a district; in a profession other than community college administrator; working within community college administration but on a part-time basis; or currently enrolled students of an administrative or management education program or such other criteria that the Board may approve. The level of dues assessed for Associate membership shall be determined by the Board on an annual basis. Associate members shall not have voting rights or access to full benefits provided to regular members.

**Section 5: Business Membership**

Business membership in ACCCA shall be available to closely held or publicly traded organizations doing business with community colleges and seeking opportunities for involvement in ACCCA. Business membership may be granted upon review of an application for membership and payment of annual dues. The rate of dues for Business Membership shall be determined by the Board and reviewed on a regular basis.

**ARTICLE V  
FINANCIAL RECORDS, ACCOUNTS AND RESERVES**

**Section 1: Records**

The Executive Director shall ensure that appropriate financial and operational records are kept including: a record of accurate minutes of Board meetings; a current Operational Policies and Procedures manual; a current roster of members of the Association including the active members of each Commission and Committee of ACCCA; and, a chronology of the elected members and officers of the Board. These records shall be kept intact, up-to-date and made available to the membership upon request.

**Section 2: Books**

The Executive Director with the guidance of the Finance Committee shall ensure that current accounts for all receipts and disbursements in the name of the Association are appropriately handled and adequate reserves are maintained to ensure the fiscal solvency of the Association. A financial report shall be made at each Board meeting, and an annual review of internal financial processes (internal controls audit) conducted by a Board approved outside party or organization shall be conducted at the conclusion of each fiscal year. A complete financial audit will be performed as required by the Finance Committee by an outside accounting firm selected through a Board-approved bidding process.

**Section 3: Contracts**

The Board authorizes the Executive Director to enter into any contract deemed necessary for operational purposes in the name of, and on behalf of, the Association of California Community College Administrators (ACCCA). The Executive Committee shall be kept apprised of the initiation of any contract on behalf of ACCCA.

**Section 4: Operating Policies and Procedures Manual**

The Board shall require the Executive Director to keep an up-to-date compilation of current and effective Operating Policies and Procedures to be maintained for purpose of guiding staff and volunteers in carrying out the work of the Association and other procedures as deemed necessary to carry out the mission of the Association.

**ARTICLE VI  
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 an annual, regular or special meeting provided that at least five days written notice of the action is given to all Board members. The Constitution and its By-laws shall be posted on the Association’s website and available to all members

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**RECORD OF APPROVED REVISIONS:**

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**ROSE DELGADO PRESIDENT**

ACCEPTED BY THE MEMBERS  
Annual Conference  
TBD 2018