

**MOUNTAIN PACIFIC ASSOCIATION
OF
COLLEGES AND EMPLOYERS,
INC.**

BYLAWS

**Revised and Adopted by the Board of Directors June 25, 2013
(updated June 2016; updated September 2017)**

**Article 1
NAME and PURPOSE**

A. The name of the corporation shall be the “Mountain Pacific Association of Colleges and Employers, Inc.,” (MPACE) or (the “Association”), an Oregon nonprofit mutual benefit corporation. The Association is subject to all applicable federal and state laws, including the Oregon Nonprofit Corporation Law.

B. The purposes of the Association are:

1. To provide leadership in identifying and responding to issues, changes, and trends affecting career services and college relations.
2. To serve as a resource for professional training and development of members and facilitate the exchange of ideas and information.
3. To develop, promote, and advocate professional and ethical standards and procedures in career services and college relations.

**Article II COMMITMENT TO
DIVERSITY**

- A. MPACE members adhere to all federal and state affirmative action/equal opportunity laws and fully endorse and comply with the Principles of Professional Conduct for College Career Planning, Placement and Recruitment, as published by the National Association of Colleges and Employers.
- B. MPACE acknowledges values and embraces the diversity of thought and backgrounds of our members and organizational partners, regardless of race, color, national origin, religion, gender, age, sexual orientation, veteran status, disability or appearance. We strive to maintain an inclusive, supportive environment that promotes and fosters the development of new ideas and perspectives in accomplishing our organizational mission.

Article III

MEMBERSHIP

- A. There are five classes of membership in the Association: Regular, Affiliate, Student, Retiree and Member Emeritus. With the exception of the Student, Retiree and Member Emeritus (formerly called *Honorary Life*, board voted to change name at 7/2015 board meeting) membership classifications, membership is granted to organizations, not individuals.
- B. Regular membership shall be granted to:
1. Any two - or four-year degree granting (Associate, Baccalaureate or higher) educational institution in the western states and the US Territories of the Pacific overseas area (Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming) listed in the Education Directory of the United States Office of Education or certified as approved or accredited by their respective state departments of education and/or regional accrediting association. Representatives of accredited educational institutions in other states may also apply for Regular membership.
 2. Any employer organization that selects, places, and trains western college graduates exclusively for its own organization
- C. Regular member representatives' job functions must include recruitment, career planning and placement, or training of college students and graduates exclusively for their organizations.
- D. Affiliate membership is available to organizations that provide support services to the recruitment and/or career planning and placement function and who do not satisfy the criteria for Regular membership.
1. Affiliate members may elect to have several representatives as long as the representatives provide support services to the recruitment/placement function.
 2. Affiliate member representatives shall have full Association privileges, including voting, and are eligible to hold elected office within the Association. However, no more than one Affiliate member representative may serve on the Board at any given time.
- E. Student membership is available to any person currently enrolled in undergraduate or graduate studies leading to a professional degree in human resources or career services. Student membership is not available to paid professionals working in the field, paid interns excluded. Student members may attend all Association functions. Application requirements and further eligibility are set forth in the Association policy

manual

- F. Retiree membership is available to Association member representatives who meet the Regular or Affiliate membership categories, have been member representatives in good standing of the Association for at least five years and are currently retired from their profession. Retiree members shall not be entitled to vote or hold elected office, but may serve on committees and task forces. Retirees may attend all Association functions and shall pay the Regular member rate (when a fee is required) unless otherwise specified.
- G. Member Emeritus membership is bestowed upon member representatives who are retiring or leaving the profession and have been duly considered by the Board as meeting fully the criteria for such status as set forth in the *Policy Manual*, and are awarded this honor by the Board in recognition of substantial contribution to the Association during their years of active membership. Member Emeritus members shall receive a complimentary registration to the Annual conference of the Association within a year in which the Member Emeritus membership is bestowed. Member Emeritus members may attend all Association functions and shall pay the Regular member rate (when a fee is required) unless otherwise specified.
- H. Membership requires compliance with principles and practices published by this Association. The Board has authority to discipline any member, up to and including expulsion, for violation of MPACE ethical standards or for failure to adhere to MPACE policies as set forth in the Association policy manual, or the Association bylaws.
- I. A member may resign at any time upon giving written notice to the Association.

Article IV

DUES

- A. Member dues shall be payable in the manner, amount, and structure, as set forth by the Board of Directors in the current Association policy manual.

Article V

MEETINGS

- A. The annual meeting of the membership, and special meetings, if required, shall be called at a time and place designated by the Board.
- B. Special meetings of the membership may be held whenever called in writing (or via

currently accepted electronic communication) by the president or by a majority of the Board members.

- C. Meetings may be held either within or outside the State of Oregon. Written notice stating the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven calendar days nor more than thirty calendar days before the date of the meeting, to each member entitled to vote at such meeting utilizing the prevailing, generally accepted mediums for sending and receiving information. These may include, but are not limited to, the official Association newsletter, e-mail and the United States Postal Service.
- D. Members are entitled to vote by proxy at such special meetings. In lieu of meetings in person, the members may take action by written ballot in accordance with law.

Article VI

QUORUM

- A. 20 percent of the voting-eligible member representatives of the Association present at a scheduled meeting of the membership shall constitute a quorum.

Article VII

OFFICERS, DIRECTORS AND BOARD

A. Board

- 1. The Board, functioning as the MPACE Board of Directors, shall be the governing board of the Association. The Board shall be composed of the current officers, directors and a co-chairperson of the annual conference committee. Board members must be voting-eligible member representatives of the Association.

B. Officers

- 1. The officers of the Association shall be a president, vice president/president-elect, secretary, treasurer and immediate past president.
- 2. The term of office for the president and vice president/president-elect, and immediate past president shall be one year. The vice president/president-elect shall serve a six-month transition period, immediately prior to taking office. The term of office for the secretary shall be two years, plus a six-month transition period as secretary-elect immediately prior to taking office. The term of office for the treasurer shall be two years, plus a six-month transition period as treasurer-elect immediately prior to taking office. Every attempt shall be made to maintain

- balance and diversity on the Board.
3. The president, with the approval of the Board, shall fill vacancies for un-expired terms of office, except that the immediate past president shall automatically assume the office of president in the event it becomes vacant.
 4. Association officers shall not serve two consecutive terms in the same office

C. Directors

1. There shall be eight directors elected for a term of two years. Every attempt shall be made to maintain balance and diversity on the Board, plus a six-month transition period as director-elect immediately prior to taking office.
2. The president, with the approval of the Board, shall fill vacancies for un-expired terms of office.

C. Other Board Members

1. The co-chairs of the Association's Annual Conference are provided one non-voting seat on the Board during the term of their appointments.
2. The president, with the approval of the Board, shall fill vacancies for un-expired terms of office.

**Article VIII NOMINATIONS AND
ELECTIONS**

- A. The president - elect shall appoint, with the approval of the Board and prior to the spring board meeting preceding his/her term of office (July 1) as president, a five person nominating committee consisting of the immediate past president and four (4) additional voting-eligible member representatives.
 1. The immediate past president shall serve as chairperson of the Nominating Committee for a one-year period.
 2. The committee members will serve one-year terms, and shall be appointed without eligibility for consecutive reappointment.
 3. The committee members shall be representative of the Association geographically and organizational representation.

- B. Directors and officers are nominated with due consideration to geographic and organizational representation, qualifications for the position, and reflecting our commitment to diversity as stated in these bylaws.
- C. A call for nominations shall be communicated to the membership annually. The Nominating Committee will draft a slate and present that slate to the Board for approval. All nominees shall provide consent and acknowledgement from both their employer and themselves of their consent and willingness to serve.
- D. The slate will be announced to the membership utilizing the prevailing, generally accepted mediums for sending and receiving information. These may include, but are not limited to, the official Association newsletter, e-mail and the United States Postal Service.
- E. The election ballot shall be sent to the entire voting membership prior to the Annual Conference utilizing any means of communication approved by law at the time for the delivery and receipt of such ballots. Ballots shall be returned within 30 days of receipt. The ballot shall provide a provision for write-in candidates.
- F. The Chairperson of the Nominating Committee, or designee, will notify the Board and the nominees of the election results as soon as the results are finalized. The election results will be announced to the membership utilizing the prevailing, generally accepted mediums for sending and receiving information. These may include, but are not limited to, the official Association newsletter, e-mail and the United States Postal Service.

Article IX

DUTIES OF OFFICERS, DIRECTORS AND BOARD

A. Officers

1. The president shall preside at all meetings of the Board and at the annual meeting of the membership; shall appoint standing, ad hoc, administrative and other committee chairs/coordinators, such appointments being subject to the approval of the Board; shall ensure that all committees function within prescribed guidelines; shall call special meetings of the Board and Association; shall be ex-officio member of all committees except the Nominating Committee; and shall appoint Association members to committees of the National Association of Colleges and Employers

In addition the president shall conduct the legal business of the Association in consultation with the Board; shall continue the business of the Association between regularly scheduled membership and Board meetings; and shall request

an annual review of the financial condition of the Association and, no more than every three years shall cause for the Association's financial records to be reviewed and audited in whatever manner is deemed by the president to be appropriate and financially responsible.

2. The vice president/president-elect shall assume the duties of the president in his/her absence. The vice president/president-elect shall coordinate activities of standing committees as directed by the president.
3. The secretary shall keep the records of the meetings of the Board, the annual meetings of the membership, and any special meetings; shall maintain the *Bylaws* and *Policy Manual*; shall issue such notices as are designated by the president; and shall perform such other secretarial duties as may be required.

In addition, the secretary shall serve as the historian of the Association.

4. The treasurer shall have charge of all monies of the Association; shall pay all bills which have been submitted and approved by the Board; shall sign all checks; shall submit a report annually to the membership; shall cause all monies to be deposited in the name of the Association in a financial institution approved by the Board; shall coordinate the preparation and submittal of all applicable federal, state and local tax filings; and shall submit a statement to the membership when dues are payable.

In addition, the treasurer shall prepare and submit for approval an annual Association operating budget for the next fiscal year at the transition meeting.

5. The immediate past president shall serve as the Association parliamentarian, and shall serve as the chairperson of the Nominating Committee.

In addition, the immediate past president shall complete the unexpired term of office of the president in the event that president is unable to continue in that capacity.

- B. Directors shall be present at all meetings of the Board and shall be appointed, as appropriate, chairpersons or Board liaisons of standing, administrative, ad hoc and other committees, except the Nominating Committee and Conference Committee.

C. Duties and Authority of the Board

1. The Board shall:
 - a. Have general supervision over the affairs of the Association and have full power to conduct the business of the Association between annual meetings of

the membership;

- b. Adopt the annual budget and set forth the sources of revenue from which it shall come;
- c. Establish a fund from the receipts of the Association for necessary disbursements until adoption of the annual budget;
- d. Decide upon the time and place of the annual meeting of the membership;
- e. Report to the Association at each annual meeting of the membership the business transacted by it since the last preceding meeting;
- f. Put in place safeguards for the assets of the Association that are appropriate to the size, scope, and manner of the financial operations of the Association.

D. Meetings of the Board

1. The Board may hold its meetings, maintain an office, and keep the books of the Association in such a place or places as the Board may determine.
2. The Board shall hold regular meetings as determined by business needs.
3. A majority of the voting-eligible members of the Board present at a scheduled Board meeting shall constitute a quorum. If at any meeting of the Board there be less than a quorum present, those present may adjourn the meeting.
4. In emergency situations requiring immediate action, when it is not possible or practical to convene a quorum of the Board, the officers shall have the authority to conduct the business of the Association.
5. At least fourteen calendar days prior to a regular meeting of the Board, a notice of the meeting containing a memorandum of the proposed business to be considered shall be sent to each member of the Board utilizing the prevailing, generally accepted mediums for sending and receiving information. These may include, but are not limited to, the official Association newsletter, e-mail and the United States Postal Service. All meetings, at which all Board members are present, although no written notice is given, shall be lawful.
6. Special meetings of the Board may be called by the president or at the written request of one-third of all Board members.
7. The president shall be responsible for communicating a notice of each regular or special meeting of the Board to each member of the Board, but a meeting of the

Board may be held without call, notice, lapse of time, or other prerequisite upon written waiver signed by each member entitled to notice, stating the time, place, and purpose of such meetings.

8. Any action in which a majority of the existing Board shall concur in writing shall be binding and valid even though not authorized or approved at any meeting of the Board.
9. Any member of the Board being absent from three consecutive meetings, without acceptable reason, shall be considered as having resigned from the Board.

E. Personal Liability:

A director, officer or other Board member of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take action, as a director, officer or other Board member unless (1) the director, officer or other Board member has breached or failed to perform the duties of his/her office under ORS 61.205, related to standard of care; and (2) the breach or failure to perform constitutes gross negligence and intentional wrongdoing.

F. Indemnification:

The Association may indemnify each officer, director, other Board member or agent acting on its behalf against liability and all or part of any expenses, including attorney's fees, incurred in connection with any legal action in which the officer, director, other Board member or agent is made a defendant by reason of his/her good faith efforts as set forth in ORS 61.205 on behalf of the Association. This indemnification does not extend to conduct deemed by the Association to have been undertaken in bad faith or contrary to any rule or policy of the Association. As a condition of receiving indemnification, the officer, director, other Board member or agent shall allow the Association to appoint counsel for him/her and shall agree to a coordinated defense to the extent deemed appropriate by the Association. Counsel appointed for the officer, director, other Board member or agent may, at the discretion of the Association, be the same as counsel appointed to represent the Association and/or other officers, directors, other Board members and agents. The Association shall also determine the extent of its financial commitment to indemnify and reimburse expenses based on the circumstances of each case and the financial viability of the Association at the time.

G. Upon Resignation or Retirement:

Upon resignation or retirement from office, all directors, officers and other Board members shall surrender promptly to the newly elected/appointed directors, officers or other Board members all papers, funds, books of account, and other Association property in their possession.

Article X

COMMITTEES

- A. The Board shall have the authority to establish standing, administrative, and ad hoc committees to provide programs and services to the members and facilitate the Association's business. Each committee shall report to a member of the Board, who shall serve (as appropriate) as its chairperson or liaison to the Board. Committee names and responsibilities will appear in the *Policy Manual* and in the *Membership Directory*.
- B. Subject to approval of the Board, the incoming president shall appoint, as needed, chairs/coordinators for all standing, administrative, ad hoc or other committees prior to the spring Board meeting preceding the beginning of his/her term of office. The directors, subject to approval of the president, shall in a timely fashion, fill committee chair/coordinator vacancies but the appointment shall be limited to the president's term of office.
- C. The term of office for committee chairs/coordinators is one year. Committee chairs/coordinators must be Regular or Affiliate member representatives in good standing.
- D. With the consent of the president, directors may appoint/approve committee members. Committee members must be Regular, Affiliate, Student or Retiree member representatives in good standing.

Article XI RULES

OF ORDER

- A. *Robert's Rules of Order, Revised* shall be the authority upon all questions not covered by the Articles of Incorporation, the Association Bylaws, the Association Policy Manual or the Laws of the State of Oregon.

Article XII

AMENDMENTS

- A. These *Bylaws* may be amended or revised by the Board alone, except where member approval is required. Amendments to bylaws initiated and approved by the Board shall be communicated to the membership.
- B. Amendments to *Bylaws* initiated and approved by the Board shall be communicated to the membership utilizing the prevailing, generally accepted mediums for sending

and receiving information. These may include, but are not limited to, the official Association newsletter, e-mail and the United States Postal Service. Such notice of amendment or revision shall be communicated within 30 days of Board approval

- C. The Board may not adopt, amend or revise *Bylaw* provisions concerning the following subjects without the approval of a majority of the eligible Association member representatives voting:
- a. The election of the Board,
 - b. The disposition of all or substantially all of the assets of this Association,
 - c. A merger and its principal terms or any amendment thereof, and
 - d. Any election to dissolve this Association.

Adopted: July 1, 2005

Revised: June 25, 2013

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