

**BYLAWS of the  
NATIONAL ASSOCIATION of  
COLLEGE and UNIVERSITY MAIL SERVICES  
Approved October 2013**

**ARTICLE I. PURPOSES**

**Section 1: Purposes:** This Association is organized for the following purposes:

- A. To promote and establish communication opportunities for colleges and universities to share ideas with the United States Postal Service, Postal Rate Commission or others appropriate to ensure the best interests of the mailing industry within the meaning of §501(c)(6) of the Internal Revenue Code;
- B. To foster and promote the development and use of ethical and effective mail management techniques in the mail operations of colleges and universities within the meaning of §501(c)(6) of the Internal Revenue Code;
- C. To promote the development and improvement of training and educational opportunities for individuals responsible to and compensated by colleges and universities who are engaged in the mailing business of a college or university, within the meaning of §501(c)(6) of the Internal Revenue Code;
- D. To encourage the communication and exchange of information relating to the improvement of mail services in the operation of colleges and universities within the meaning of §501(c)(6) of the Internal Revenue Code; and
- E. To promote and otherwise provide a forum in order to facilitate cooperation, education and communication among individuals responsible to and compensated by colleges or universities and who are engaged in the mailing business of a college or university, within the meaning of §501(c)(6) of the Internal Revenue Code.

**Section 2: Definition of College or University:** "College or University" is defined as a college or university with an interest in the mission stated in this Article and which is an educational institution that has a curriculum leading to an appropriate certificate of degree.

**Section 3: Offices:** The principal office of the Association shall be located at 1706 NW Glisan, Suite 6, Portland, OR 97209. The Association may have such other offices either within or without the State of Oregon, as the Board of Directors may determine or as the affairs of the Association require from time to time.

## ARTICLE II. MEMBERS

**Section 1: Membership:** The Association shall have five (5) classes of membership. The designation of such classes and the qualifications and rights of the membership of such classes shall be as follows:

- A. Individual Membership. Individual Membership is open to any college or university employee responsible for or managerially associated with a college or university mail service department and who is otherwise employed by a college or university. An Individual Member has one vote and is eligible to hold office and serve as a Director.
- B. Institutional Membership. Institutional Membership is open to any college or university with multiple personnel meeting the requirements of Individual Membership who are employees of the same college or university. An Institutional Member may designate up to three qualified individuals. Each designated representative of an Institutional Member shall be considered an Individual Member for purposes of voting, holding elective or appointed office in the Association, and for all other purposes as set forth in these Bylaws.
- C. Benefactor Membership. Benefactor Membership is open to any college or university with multiple personnel meeting the requirements of Individual Membership who are employees of the same college or university. A Benefactor Member may designate up to five qualified individuals. Each designated representative of a Benefactor Member shall be considered an Individual Member for purposes of voting, holding elective or appointed office in the Association, and for all other purposes as set forth in these Bylaws.
- D. Associate Membership. Associate Membership, is open to any Foundation or Association whose funding is established and maintained solely by contributions for the express purpose of supporting the missions, activities, and/or advancing the image of a specific college or university. This category is available to one qualified individual per organization.

The Board of Directors may grant rights and privileges to Associate Members subject to the following restrictions:

- (1) Associate Members may not vote
- (2) Associate Members are not eligible to hold office and
- (3) Associate Members shall not participate in membership meetings without invitation from the Board of Directors or President of the Association.

E. Vendor Membership. Vendor Membership (with approval of the Board) shall be available to any commercial organization, company or group which serves as a mailing industry vendor and which desires to establish an affiliation between its organization and the Association. The Board of Directors may grant rights and privileges to Vendor Members subject to the following restrictions:

- (1) Vendor Members may not vote;
- (2) Vendor Members are ineligible for any office; and
- (3) Vendor Members shall not participate in membership meetings without an invitation from the Board of Directors or President of the Association.

**Section 2: Admission:** Members shall be admitted on approval by the President and any other Officer. Prospective members shall submit an application to become a member to the Association. The Board of Directors may from time to time prescribe the contents of such application, but if not so prescribed, it shall contain the name, address, and telephone number of such prospective member and the individual authorized to vote for the prospective member. Acceptance of an applicant for membership is made on the condition that the applicant accepts the terms and conditions of membership and agrees to abide by these Bylaws.

**Section 3: Continuation of Membership:** The Board of Directors may from time to time set requirements for continuation of membership, including, but not limited to, the payment of annual dues. Any member whose dues remain unpaid for more than 45 days shall be expelled and no longer a member, and, in addition to the other requirements set forth in these Bylaws, shall not be eligible to serve in any elected or appointed capacity for the Association.

**Section 4: Dues and Assessments:** The Board of Directors shall fix by resolution annual dues for Individual Members, Institutional Members, Benefactor Members, Associate Members and Vendor Members. The Board of Directors shall also fix by resolution any assessments for Individual Members, Institutional Members, Benefactor Members, Associate Member and Vendor Members. Any changes in dues or assessments shall be mailed to all members with an effective date of no less than 45 days from the date of the notice. This requirement of notice may be fulfilled by printing of the notice in the Association's quarterly publication. To the extent allowed by law, such notice may be fulfilled by electronic mail or such other form of computer communication whereby members either directly or indirectly receive notice.

**Section 5: Voting Rights:** Each Individual Member shall be entitled to one vote on each matter submitted to a vote of the voting members of the Association, except as otherwise limited by these Bylaws.

**Section 6: Annual Meeting:** The annual meeting of the Association (members) shall be held at least once during each fiscal year, at the time and place appointed by the Board of Directors for the purpose of electing Directors and Officers, or in the event of an election by mail ballot of the Directors and Officers, the announcement of the results of such election, and for the transaction of such other business as may come before the meeting. The annual meeting of the Association (members) may be held in conjunction with the Annual Conference of the Association. If the election of Directors shall not be held on the day designated for any annual meeting of the members or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

**Section 7: Special Meeting:** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors. The Secretary shall call such a meeting upon the written request of five (5) Directors or holders of not less than ten percent of all of the voting power of the Association.

**Section 8: Place of Meeting:** The annual meeting of the members may be held in conjunction with the Annual Conference of the Association or immediately before or after such time as designated by the Board of Directors. Special meetings of the members may be held as the Board of Directors may from time to time designate. If no designation is made for any annual or special meeting of the members, the place of meeting shall be the principal office of the Association.

**Section 9: Notice of Meetings:** Written or printed notice stating the place, day and hour of a meeting of members and, in case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting at least seven (7) days before such meeting, or if the notice is mailed by other than first class or registered mail or electronic communication as provided below, no fewer than 30 days, but in any event, not more than 60 days before the meeting. This requirement of notice for either the annual meeting or a special meeting may be fulfilled by printing of the notice in the Association's quarterly publication. To the extent allowed by law, notice of either the annual meeting or a special meeting may be fulfilled by electronic mail or such other form of computer communication whereby members either directly or indirectly receive notice of the meeting.

**Section 10: Record Date:** The purposes of determining members entitled to notice of, or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

- A. For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the date before the day on which first notice is mailed or otherwise transmitted to members, or if such notice is waived, the day preceding the day on which the meeting is held;

- B. For purposes of determining the members entitled to demand a special meeting, the record date shall be the date upon which such demand is made to the Association's Secretary;
- C. For purposes of determining the members entitled to take action without a meeting, the record date shall be the date that the first member signs the consent;
- D. For purposes of determining the members entitled to vote at a members' meeting, the record date shall be the date of the meeting.
- E. For purposes of determining the members entitled to exercise any rights and respect to any other lawful action, the record date shall be the date on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

**Section 11: Members' Lists:**

- A. The Association shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The list must show the class and number of votes each member is entitled to vote at the meeting if applicable. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but are not part of the main list of members.
- B. The list of members shall be available for inspection by any Individual Member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, or the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of the Oregon Nonprofit Corporation Act, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. "Proper purpose" does not include solicitation or other commercial uses of the members list.
- C. The Association shall make the list of members available at the meeting. Any member, or the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

**Section 12: Action by Written Ballot:**

- A. Any action which may be taken at any annual or special meeting of members may be taken without a meeting, if so determined by the Board of Directors, and if the Association delivers a written ballot to every member entitled to vote on the matter at such member's last known address as shown on the Association's record.

- B. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. A majority vote of the ballots received would indicate approval of the proposed action subject to Section 12.C.
- C. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter, other than the election of directors; (iii) contain instructions for marking and returning of the ballot; and (iiii) specify a reasonable time by which a ballot must be received by the Association in order to be counted.

**Section 13: Action Without Meeting:** Action required or permitted by law to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Association for inclusion in the minutes or filing with the corporate records. Action taken under this Section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. If not otherwise determined under ORS 65.207 or 65.221, the record date for determining members entitled to take action without a meeting is the date the first member signs said consent. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

**Section 14: Quorum:** Ten percent (10%) of the members of the Association entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 15: Proxies:** No member shall have the right to cast his/her vote on any matter by proxy.

**Section 16: Resignation:** Any member may resign at any time. The resignation of such member does not relieve such member from any financial obligations that such member may have to the Association if such financial obligations were incurred prior to resignation.

### **Section 17: Expulsion or Suspension:**

- A. Expulsion or Suspension for Cause. Any member may be expelled or suspended from membership by the Board of Directors for cause other than for nonpayment of dues. In the event that the Board of Directors deems it appropriate to initiate proceedings to expel or suspend a member, the board shall give such member written notice of the proposed expulsion or suspension and the reason(s) for such proposed expulsion or suspension not less than 15 days prior to the date that such expulsion or suspension is due to take effect. If within said 15-day period the member requests the opportunity to be heard, the President shall either set a date for the member to be heard on the question of such member's expulsion or suspension or, at the discretion of the President, shall permit such member to present written testimony on the issue of such member's expulsion or suspension. The President shall appoint not less than three (3) board members to hear the member's appeal. Only those board members present for oral testimony, or those board members who personally review the written testimony, shall be eligible to vote concerning the expulsion or suspension of such member. A two-thirds vote of such Directors is required to expel or suspend such member. The effective date of any such expulsion or suspension shall be no sooner than five days following said oral or written testimony. Any written notice given pursuant to this Section, must be given by a form of traceable communication, sent to the last address of such member shown on the Association's record. Any member who has been expelled or suspended will continue to be liable to the Association for those dues, assessments or fees incurred by such member prior to the expulsion or suspension.
- B. Expulsion for Nonpayment of Dues. Any member shall be expelled from membership for the nonpayment of dues after 45 days advance written notice and the failure of the member to pay the dues.

### **Section 18: Reinstatement:**

- A. After the expiration of one year from the date of expulsion or suspension for cause, other than nonpayment of dues, and upon written request signed by a former member and filed with the Association, the Board of Directors may, by affirmative vote of a simple majority of the Directors, reinstate such former member upon such terms as the Board of Directors deems appropriate.
- B. A member suspended for nonpayment of dues may be readmitted as a member by payment of dues and submission of a completed application as provided for in these Bylaws.

**Section 19: Transfers:** No member may transfer a membership or any right arising therefrom, except as permitted by these Bylaws.

## ARTICLE III. BOARD OF DIRECTORS

**Section 1: General Powers:** All corporate powers of the Association shall be exercised by or under the authority of the Board of Directors and the affairs of the Association shall be managed under the direction of the Board of Directors. Additionally, the duties of the Board of Directors shall be to assist the President in control and management of the Association, to act on matters involved with the expenditure of funds, and to consider and make recommendations for resolutions to be presented to the voting body. Directors need not be residents of the state of Oregon.

**Section 2: Number and Tenure:** The minimum number of Directors shall be 15 and maximum number of Directors shall be 21, plus any Directors appointed from any newly-recognized additional regional associations. The number of Directors shall be fixed by resolution of the Board of Directors. Along with Officers there shall be three types of Directors: Individual Member Directors, the Immediate Past President Director, and designated Regional Affiliate Directors.

- A. A Director shall serve until a successor is elected and qualified. No member may hold more than one elected office at a time.
- B. The Immediate Past President of the Association shall serve as a Director for a one-year period beginning immediately at the conclusion of his or her term as President.
- C. Regional Affiliate Directors shall be appointed for a term not to exceed four years in a manner to be determined by each recognized regional association. At the time of adoption of these Bylaws, the regional associations recognized by this Association are:

**ACUMS** - Association of College and University Mail Services

**ARMCUMS** - Association of the Rocky Mountain College and University Mail Services

**CUMSA** - College and University Mail Services Association

**MARCUMS** - Mid-Atlantic Region of College and University Mail Services

**WAUCM** - Western Association of University and College Mailers

**SWACUMS** - Southwest Association of College and University Mail Services

**UMMA** - University Mail Managers Association

- D. The Individual Member Directors shall serve no more than two consecutive two-year terms.
- E. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors. No decrease in numbers shall have the effect of shortening the term of any Director. In the event that the number of Directors is increased and new Directors are appointed, the term will extend to the next annual meeting of the Directors.

**Section 3: Election of Directors:**

- A. The Nominations Committee shall solicit nominations for Individual Member Directors and other officers from the membership no less than 90 days before the end of the Association's fiscal year. If insufficient nominations are received, the committee will nominate members.
- B. The Association shall email each member a link to an online ballot listing nominations for each position. The ballot shall be available no less than 45 days before the end of the Association's fiscal year. The member shall cast their online ballot prior to the stated deadline. The Member Services committee shall notify the Executive Board of the results of any such election. The Member Services committee shall first notify the nominees of the results, and then the membership.
- C. Should any nominee who wins election be unable to fill the upcoming position for any reason, the next nominee, by number of votes, shall be selected.

**Section 4: Qualifications of Directors:** All Directors shall be individuals and members in good standing.

**Section 5: Regular Meetings:** The Board of Directors shall hold at least one meeting each year, which may be held in conjunction with the Annual Conference of the Association. This meeting shall be deemed a regular meeting of the Board of Directors. The requirement of notice of the regular meeting may be fulfilled by publication of the notice in the Association's quarterly publication or, to the extent allowed by law, notice may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting.

**Section 6: Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President, with the approval of the Board of Directors, or fifty percent of the Directors may call for a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state of Oregon, as the place for holding any special meeting of the board called by them.

**Section 7: Notice:** Notice of the time and place of any special meeting of the Board of Directors shall be delivered at least (2) two days prior thereto by written or e-mail notice delivered personally or sent to each Director at his/her address as shown by the records of the Association. To the extent allowed by law, notice of a special meeting of the Board of Directors may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting. A Director by acceptance of election to the Board of Directors consents to notification of meetings by electronic mail or such other form of computer communication. If mailed via the US Postal Service, such notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent via electronic mail or other form of computer communication, such

notice shall be deemed to be delivered on the day following the sending of such computer communication. Any Director may in writing waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles or by these Bylaws.

**Section 8: Quorum:** A majority of the Board of Directors fixed by these Bylaws or by resolution shall constitute a quorum for the transaction of business at any meeting of the board. If there is not a quorum at any said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than the announcement at the meeting, until a quorum shall be present.

**Section 9: Vacancies and Removal:**

- A. A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any Director, or if a Director is no longer eligible for membership.
- B. All or any number of Directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the members who elect them.
- C. A Director's absence from three or more consecutive meetings may be considered grounds for removal from the board. Such a vacancy on the board may be filled by a majority of the remaining Directors.
- D. Only the members of a regional association recognized by this Association or its Board of Directors may participate in the vote to remove a Regional Affiliate Director, except in the instance where a Regional Affiliate Director is absent from three or more consecutive meetings.
- E. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a Director is tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.
- F. Vacancies on the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by a majority of the remaining Directors.

- G. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the Directors. A Director filling a vacancy serves the remainder of the unexpired term.
- H. The regional association recognized by this Association will name a replacement to the Board of Directors for filling a vacancy of a Regional Affiliate Director.

**Section 10: Manner of Acting:** The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles or by these Bylaws.

**Section 11: Reports to the Membership:** The Board of Directors shall report the results of actions taken by the board to the membership in the Association's regular publication, on the Association's Internet website, or at the annual meeting of members.

**Section 12: Compensation:** Directors as such shall not receive any stated salaries for their services. By resolution of the Board of Directors, each Director may be reimbursed for reasonable and necessary expenses incurred in discharging his or her duties as a Director and in furtherance of the purposes of this Association.

**Section 13: Action Without a Meeting:** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote. To the extent allowed by law, the requirement of unanimous consent may be fulfilled by electronic mail or such other form of computer communication by the Directors.

**Section 14: Telephone Meetings:** Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. To the extent allowed by law, a meeting of the Board of Directors may be conducted by electronic mail or such other form of computer communication whereby all Directors may simultaneously communicate with each other.

**Section 15: Conflicts of Interest:**

- A. A transaction in which a Director of this Association has a conflict of interest may be approved:

- (1) In advance by the vote of the Board of Directors if the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors; or
  - (2) If the material facts of the transactions and the Director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.
- B. A conflict of interest transaction is a transaction with the Association in which a Director of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to the Association at the time it was entered into or is approved as provided in Subsection A of this Section.
- C. For the purposes of this Section, a Director of the Association has an indirect interest in a transaction if:
  - (1) Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or
  - (2) Another entity of which the Director is a director, Officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Association.
- D. For purposes of Subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified if it received the affirmative vote of a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under paragraph (1) of Section (A) if the transaction is otherwise approved as provided in Subsection A of this Section.
- E. For purposes of paragraph (2) of Subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this Subsection. Votes cast by or voted under the control of a Director who has a direct or indirect interest in the transaction shall not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under the terms of this Section. A majority of the members that are entitled to vote on the transaction under this Subsection constitutes a quorum for the purpose of taking action under this Section.

## ARTICLE IV. OFFICERS

**Section 1: Officers:** The Officers of the Association shall be the President, President-Elect, Vice President, Secretary and Treasurer. Aside from their individual duties enumerated below, the Officers are also responsible for the development and implementation of the Association's strategic plan. Such other Officers and assistant officers may be appointed by the Board of Directors.

**Section 2: Election and Term of Office:** The President-Elect, Vice President, Secretary and Treasurer shall be elected by a majority vote of the voting members via written ballot in a manner consistent with Article III, Section 3 of these Bylaws. The Nominations Committee shall be responsible for conducting this process, which shall coincide with the election of Directors to the Association.

- A. The President Elect shall serve a one-year term and automatically become President at the expiration of the current President's term of office.
- B. The Vice President, Secretary and Treasurer shall serve no more than two consecutive two-year terms in the same office.
- C. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly appointed and qualified, or until his or her death, or until he or she shall resign or shall be removed in the manner hereinafter provided.

**Section 3: Vacancies and Removal:**

- A. Vacancy in the Office of the President. A vacancy in the office of the President because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors' appointment of the Immediate Past President or President Elect to serve out the unexpired term of the office.
- B. Vacancy in Other Offices. A vacancy in the office of any other Officer, exclusive of the President and Immediate Past President, shall be filled by appointment by the affirmative vote of a majority of the Board of Directors or, at the discretion of the Board of Directors, by the affirmative vote of a majority of the Board of Directors at a special meeting called for the election to fill the vacant office(s) for the unexpired term(s).
- C. Removal. Any Officer or agent may be removed, or any office not required by the Articles of incorporation or by statute, may be abolished at any time by the affirmative vote of a majority of the Board of Directors, whenever in its judgment the best interest of the Association will be served thereby.
- D. Resignation. Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified

therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- E. **Contract Rights.** This Section shall not affect the contract rights of the Association or any Officer or agent, nor shall the election or appointment of an Officer or agent by itself create any contract rights.

**Section 4: President:** The President shall be the principal officer of the Association and the chairperson of the Board of Directors. Subject to the control of the Board of Directors, the President shall act as the chief executive officer of the Association and shall, in general, supervise the business and affairs of the Association. The President shall, when present, preside at all meetings of the Membership and, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will have responsibility for all external relations of the Association, which will include the Association's interactions with outside organizations, vendors, and/or the US Postal Service.

**Section 5: President-Elect:** The President-Elect shall act as assistant to the President and assume duties as assigned by the President. In the permanent or long-term absence of the President, the President-Elect shall have all the powers and prerogatives of the President. The tenure of the President-Elect is a learning experience and all efforts should be made to obtain the necessary experience to lead the Association.

**Section 6: Immediate Past President:** The Immediate Past President will act as a consultant to the current Officers of the Association. The Immediate Past President may serve on committees as determined by these Bylaws or the President. The Immediate Past President will have the option to remain active on all issues, continue as part of the leadership team, and maintain their active status as a member of the Board of Directors.

**Section 7: Vice President:** The Vice President shall act as chief operations officer of the Association. The Vice President shall, when present, conduct all meetings of the Board of Directors. Primary responsibilities include coordination of all Association internal affairs. This consists of managing the daily operation, scheduling of membership meetings, scheduling of meetings of the Board of Directors, as well as other duties to ensure the viability of the Association. The Vice President shall oversee the work of all standing internal committees and will have input in all committee decisions.

**Section 8: Secretary:** The Secretary shall: (a) prepare the minutes of the Board of Directors' meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Association as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Association, if any, and see that the seal of the Association, if any, is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (e) keep a register of the post office address of each Director;

and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

**Section 9: Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the chairperson or by the Board of Directors. Additionally, it is the responsibility of the Treasurer to maintain and supply financial information as requested by the President or Vice President of the Association.

**Section 10: Other Officers:** Other Officers, assistant officers or agents appointed by the Board of Directors shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, except such duties as shall be exclusively delegated to the Board of Directors by statute, the Articles of Incorporation, or these Bylaws.

## **ARTICLE V. COMMITTEES**

**Section 1: Elections Committee:** The Elections Committee shall consist of a Chair and two assistants who shall be appointed each year by the President. Its duty is to oversee the entire election process, including nominations and balloting. Members who are seeking election or appointment as Officers or Directors at the next regularly-scheduled election shall not be eligible to serve on the Elections Committee. The Elections Committee shall report all nominations to the Association's members in a timely manner.

**Section 2: Standing Committees:** The permanent standing committees of the association shall include the Membership, Communications, Professional Resources, and Conference Committees. Unless otherwise specified in these Bylaws, the chair or co-chair of a standing committee shall appoint the members of the committee. Unless otherwise designated in these Bylaws, the general purpose of each standing committee shall be to carry out such functions and responsibilities as are assigned to it by the Board of Directors, except those items prohibited in this Article. Additional standing committees may be established by the President and/or a majority of the Board of Directors. The Vice President shall appoint the chair or co-chair of each committee.

**Section 3: Limits on Authority of Committees:** No committee may do any of the following:

- A. Authorize distributions that have not been authorized by the Board of Directors;

- B. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- C. Elect, appoint or remove Directors or fill vacancies on the board;
- D. Adopt, amend or repeal the Articles or Bylaws; or
- E. Submit to the members of the Association a report without prior submission of the report to the Board of Directors.

**Section 4: Other Committees:** The committees described in Sections 1-2 above do not have nor exercise the authority of the Board of Directors in the management of the Association and are not subject to the provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors. The Board of Directors may, from time to time, request such committees to provide the Board with a full and complete report when required.

**Section 5: Committees Having Authority:** Committees having and exercising the authority of the Board of Directors in the management of the Association are required to comply with the following:

- A. Term of Office. Committee members shall serve for a period of one year and may be reappointed to a committee for successive terms of office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- B. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- C. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a standing committee and except as provided in Section 1, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the Board of Directors.
- D. Rules. Each standing committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

## **ARTICLE VI. RECOGNIZED REGIONAL ASSOCIATIONS**

**Section 1: Authorization:** The Board of Directors of this Association, may, from time to time, authorize the recognition of additional regional associations. This Association has no control whatsoever regarding the procedures, membership requirements, dues structure, bylaws, election and composition of the Board of Directors, or in any way over the administration and operation of a recognized regional association.

**Section 2: Relationship of Regional Associations:** A recognized regional association is an independent entity, and not the agent of this Association. Furthermore, a recognized regional association and its officers, directors and members are not authorized to represent that such recognized regional association is authorized to contract for or legally bind this Association in any way. The relationship of the parties is that of separate and independent entities. Members of recognized regional associations are entitled to a discount on their membership dues for this Association.

## **ARTICLE VII. SHARES OF STOCK AND DIVIDENDS PROHIBITED**

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its Directors or Officers.

## **ARTICLE VIII. LOANS TO DIRECTORS AND OFFICERS PROHIBITED**

The Association shall make no loan to its Directors or Officers.

## **ARTICLE IX. ACTIONS AGAINST OFFICERS AND DIRECTORS**

The Association shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Director or Officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a Director or as an Officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

## **ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS, DISTRIBUTION OF FUNDS**

**Section 1: Contracts:** The Board of Directors may authorize any Officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

**Section 2: Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by

a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3: Checks, Drafts, Etc:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Association shall be signed by such Officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4: Deposits:** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5: Distribution of Funds:** Distribution of funds shall be handled by the following method:

- A. \$0-\$500. Authorization of Treasurer
- B. \$500.01-\$1,000. Verbal or E-mail approval from the President or Vice President
- C. \$1,000.01-\$2,500. E-mail approval from both the President and Vice President
- D. \$2,500.01 and Over. Majority vote by Board of Directors

## **ARTICLE XI. BOOKS AND RECORDS**

**Section 1: Books and Records:** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Association may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 2: Financial Statements:** At the close of each taxable year the Directors shall engage an accountant to prepare a financial statement for the Association.

## **ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII. FISCAL YEAR**

The fiscal year of the Association shall be from July 1 through June 30.

## **ARTICLE XIV. AMENDMENT TO BYLAWS**

The Bylaws of the Association may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Directors present at any regular meeting or at any special meeting, if written notice is given of the intention to alter, amend or repeal, or to adopt new Bylaws at such meeting and a copy of the proposed change(s) has been communicated in writing to each member of the Board of Directors not less than twenty (20) days prior to the meeting of the Board of Directors.

## **ARTICLE XV. HEADINGS**

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

\* \* \*

I, Kathy Waters, as Secretary of the National Association of College and University Mail Services, do hereby certify the foregoing to be the Bylaws of said Association, as approved by the Board of Directors as provided for in Article XIV of the Bylaws that were effective May 2007.



, Secretary

Restated, effective March 31, 2009  
Restated effective October 16, 2010  
Revised and Approved, October 17, 2013  
Revised and Approved, October 26, 2016