

BYLAWS OF THE ASSOCIATION FOR CORE TEXTS AND COURSES A NON PROFIT CORPORATION

ARTICLE ONE

INCOPORATION AND BYLAWS

1.01 The name of this corporation shall be The Association for Core Texts and Courses (referred to here as ACTC).

1.02 This corporation shall have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of California or any successor legislation.

1.03. These Bylaws constitute the code of rules adopted by ACTC for the regulation of its affairs.

1.04 The Board shall pass a resolution each year at its annual Board meeting or when circumstances warrant, designating the principal place of business for ACTC for the succeeding fiscal year and/or any portion of the unexpired current fiscal year.

1.05 Upon the dissolution or winding up of ACTC, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable, educational and/or religious purposes and which have established their tax-exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE TWO

MISSION

2.01 MISSION. The Association for Core Texts and Courses (ACTC) is an international, professional, liberal arts organization dedicated to fostering the use of core texts (world classics and other texts of major cultural significance), in undergraduate education and the development of required or widely taken core programs steeped in such texts.

2.02 IMPLEMENTATION OF MISSION. To advance the Mission of ACTC, members, member institutions, and their students participate in informal exchanges, ACTC Annual Conferences, publication, ACTC Liberal Arts Institute projects, grant development and material advancement, public and social media presentations, and the leadership and governance of the association. Non-members may be invited to advance ACTC's mission through the Association's activities.

ARTICLE THREE

MEMBERSHIP AND BUSINESS MEETINGS

3.01 MEMBERSHIP. The Board of Directors in consultation with Officers of ACTC (President, Executive Director, and Treasurer) will define the categories of membership (individual, corporate, and other) and determine the rights, requirements, dues, duration of terms, and any other specifications, subject to a ratification vote by current membership.

3.02 ANNUAL BUSINESS MEETING. The annual business meeting of the members will be held at the annual conference at a time to be decided upon by the Board in consultation with the Officers of ACTC. The annual conference will be scheduled no later than June 30 of the calendar year.

3.03 SPECIAL BUSINESS MEETINGS. Special business meetings of the members of ACTC are called by the Board in consultation with the Officers of ACTC. Upon receipt of a petition from two-fifths of the current Membership that a special meeting be called, the Board and Officers shall schedule such a meeting within ninety days.

3.04 NOTICE OF MEMBERS MEETINGS. Written or printed notice, stating the place, day, and hour of the business meeting and the purpose or purposes for which the meeting is called, must be delivered not less than five days or more than 120 days before the date of the meeting, either personally, by first class mail, or electronic mail at the direction of the President or Executive Director.

3.05 VOTING RIGHTS OF MEMBERS. Individual members will be entitled to one vote on each matter submitted to a vote of members. Corporate members will be entitled to one vote by an appropriately designated representative from that corporation, regardless of the number of individuals from that corporation attending any meeting. This clause will not be interpreted to mean that other persons affiliated with the corporation will lose their rights to vote as individual members. However, no person may exercise two votes, one as an individual member and one as a corporate representative, on one matter submitted to vote.

3.06 QUORUM OF MEMBERS. A majority of members present at the annual business meeting may ratify or decline to ratify, without amendment, any resolution submitted to that meeting by the Board and may submit recommendations to the Board, President, or Executive Director. No quorum is necessary for these motions, unless required by law or provision of these Bylaws.

If a quorum of one-fourth of the total Membership is present at the meeting, then a majority of those present may also propose amendments to Board resolutions or new resolutions, both subject to adoption by a majority vote of the Board.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 **DEFINITION.** The Board of Directors (referred to here as Board) is that group of persons charged with overseeing the fulfillment of ACTC's Mission and vested with overseeing the management and finances of the business and affairs of **ACTC**.

4.02 **POWERS AND DUTIES.** The powers and duties of the Board shall include but not be limited to:

- a) Periodically review ACTC's goals and purposes. Any major change in mission shall require approval by two-thirds of the Board and ratification by two-thirds of the Membership.
- b) Amend or replace these Bylaws of ACTC by a vote of the two-thirds of the Board and ratification by majority vote of the Membership.
- c) Appoint the Executive Director, who shall be ACTC's chief executive officer, and set appropriate terms of appointment, including compensation. The appointment shall be subject to ratification by the membership. The Executive Director, upon appointment, becomes a full, voting member of the Board.
- d) Support the Executive Director and annually assess his or her performance based on mutually agreed upon goals and other criteria.
- e) Approve the annual budget and establish policy guidelines affecting all institutional assets.
- f) Pass resolutions, as required, by the business and affairs of ACTC.
- g) Serve actively as advocates for ACTC in consultation with the President and Executive Director.

4.03 **QUALIFICATIONS OF BOARD MEMBERS.** Directors must be members of **ACTC** who are committed to advancing the mission and goals of the association and who bring needed strengths to the Board.

4.04. **NUMBER OF BOARD MEMBERS.** Board members are elected by a majority vote of the Board upon nomination by individual members of ACTC. The

number of members serving on the Board of Directors (including the Executive Director) shall not be less than ten or more than twenty-two.

4.05. TERMS OF BOARD MEMBERS.

- a) The term of office for a member of the Board shall be three years. (Each year of service begins upon election and ends three years after election.)
- b) At the end of three years, a Board member may be reelected to a second three-year term, but no member other than the President or Executive Director may serve continuously for more than six years.
- c) The President and Executive Director shall serve on the Board as long they hold office. At the end of their service in office, they may be reelected for one additional three-year term on the Board, before going off the Board for at least three years.
- d) In all other cases, a Board member who has served for six continuous years must remain off the Board for at least three years before being eligible for election to a new term of office.
- e) A former Board member who, after three years off the Board, is elected to a new three-year term may be reelected to a second three-year term, just as though he or she were new Board member.
- f) Under emergency or extraordinary circumstances, the President or Executive Director may ask any Board Member to continue to serve beyond term for up to three years. Such continuance will not be counted as determining total number of Board members.

4.06 MEETINGS OF THE BOARD.

- a) Regular meetings of the Board will be held at the annual conference prior to the annual business meeting. Board members will be notified at least thirty days before the Board meeting of the exact time and place.
- b) Special meetings of the Board are called by the President or Executive Director in consultation with the Board. Upon receipt of a petition from two-fifths of the current Membership of the Board that a special meeting be called, the President or Executive Director shall schedule such a meeting within thirty days. Said special meetings may take place over

conference calls at a time designated by the President or Executive Director, though the Board may also elect to meet at a time and place designated by a majority vote of the Board for such a meeting. If circumstances preclude a majority of the Board meeting in conference call, email deliberation and voting may be permitted.

- c) Written or printed notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each director not less than seven days in advance of the date of such meeting. Notice may be sent by first class mail, fax, or e-mail at the address(es) of each board member as they appear in ACTC records.
- d) A board member may vote either in person, in conference call, or by proxy in writing through first class mail, fax, or e-mail on an issue before the Board.
- e) A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under applicable laws or any provision of these Bylaws.

ARTICLE FIVE

OFFICERS AND COMMITTEES OF THE BOARD

5.01 ROSTER OF OFFICERS. The Officers of ACTC will consist of the following:

- (1) President
- (2) Executive Director
- (3) Treasurer

5.02 Each of the Officers of **ACTC** will be elected by a majority vote of the Board and ratified by a majority vote of members present at the annual business meeting.

5.03 PRESIDENT.

- a) DUTIES. The President is chair of the Board and president of the Membership. The President presides over meetings of the Board and, in conjunction with the Executive Director, business meetings of ACTC members. The President works closely with the Executive Director to advance the mission and goals of ACTC. The President shall perform duties incident to the office and any other duties that

- may be required by these Bylaws or prescribed by the Board of Directors.
- b) In the event of the incapacity of an elected Executive Director to fulfill the duties of that Office in a timely manner, the President shall exercise or appoint from the Board or membership any number of persons to fulfill the function of the Executive Director until such time as a new Executive Director is elected.
 - c) **ELECTION AND TERM OF OFFICE.** The President is elected by a majority vote of the Board of Directors and ratification of the ACTC Membership. The term of office is four years, but a President may be re-elected by the Board and ratified by the membership for a second, three-year consecutive term. Upon review by the Board, the President may be dismissed for cause by a majority plus 1 vote of the Board prior to the expiration of his or her appointment. Dismissal for cause removes the President from the Board.
 - d) **APPOINTMENT OF COMMITTEES:** The President, pursuant to responsibilities enumerated in this article, may appoint any ad hoc committees from either the Board or ACTC membership.

5.04 EXECUTIVE DIRECTOR.

- a) **DUTIES.** The Executive Director is the chief executive officer of ACTC. The Executive Director:
 - 1) organizes and directs the activities of the Conference and Liberal Arts Institute Divisions of ACTC;
 - 2) proposes policy and budget for ACTC to the Board;
 - 3) contracts for services and disburses funds within the framework of the annual budget approved by the Board of Directors;
 - 4) communicates to the President and Board material information about the activities of ACTC and other matters pertinent to the Board's oversight and fiduciary responsibilities for ACTC;
 - 5) represents ACTC before public and academic audiences and in the media
 - 6) and, in the event of incapacity of the President to perform the duties of the office, Executive Director shall exercise the powers of the President's office until such time as the Board elects a new President or the President is able to resume the duties of the office.

b) ELECTION AND APPOINTMENT.

- 1) The Executive Director is elected by the Board of ACTC, by a majority vote of all Board members to serve for any term that the Board designates in a contract or letter of appointment with the Executive Director. Upon appointment, the Executive Director's appointment shall

be submitted to the Membership for ratification at the next Business meeting following the date of appointment.

2) During his or her term of service, the Executive Director is a full, voting member of the Board of Directors.

3) The Executive Director's performance shall be reviewed by the Board, in a manner at its discretion. Upon review, the Executive Director may be dismissed for cause by a majority plus one vote of the Board prior to the expiration of his or her appointment. Dismissal for cause removes the Executive Director from the Board. At the expiration of his or her appointment, the Executive Director may be re-elected and re-appointed by a majority vote of the Board.

c) APPOINTMENT OF COMMITTEES.

The Executive Director, pursuant to responsibilities enumerated in this article, may appoint any ad hoc committees from either the Board or ACTC membership, or the Executive Director may secure the paid or voluntary participation by one or many members in specific activities, project, and functions of ACTC.

5.05. TREASURER. The Treasurer certifies correct reports and accountings of ACTC's funds and budgets to the Board, Membership and any external agencies that may, by law or contract, demand such accounting. The Treasurer assures compliance with laws and regulations governing grants and tax liabilities. The Treasurer will have power to be the administrator of funds should external agencies demand an individual separate from the President or Executive Director.

a) **ELECTION.** The Treasurer is elected by the Board of ACTC, by a majority vote of all Board members, to serve for any term that the Board designates and is agreeable to the Treasurer. The Treasurer may be dismissed by a majority vote of all Board members.

5.06 REMOVAL OF OFFICERS. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers as stipulated in an Election clause under the office.

5.07 COMMITTEES OF THE BOARD. The Board may create standing or ad hoc committees to assist the Board with the conduct of business such as review of the annual budget, nomination of members for the Board, revision of Bylaws, and any other matter the Board shall deem appropriate. Such committees shall make recommendations to the Board, but only the Board shall have the power to approve those recommendation for ratification by the Membership.

ARTICLE SIX

INFORMAL ACTION

6.01 ACTION BY CONSENT. Any action required by law or under the Articles of Incorporation of ACTC, or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if consent is obtained. Consent from the Board may be deemed to be obtained when the President or Executive Director, having mailed, faxed, or e-mailed a letter requesting specific action by the Board, polls the members of the Board through either mail, email or phone and receives a majority approval for such action. Consent of the Membership may be obtained when the President or Executive Director having mailed, faxed, or e-mailed a letter requesting specific action or approval receives a majority approval of at least 2/5^{ths} of the total membership. This clause will not be taken as a negation of clauses 3.06 (Member voting) or 4.06 (Board voting.)

ARTICLE SEVEN

DIVISIONS OF ACTC

7.01 DIVISIONS. The operations and financial transactions of ACTC will be divided between the Conference Division and the Liberal Arts Institute Division at the discretion of the Executive Director.

7.02 REVIEW OF OPERATIONS. Operations and transactions, in accord with the Divisions of ACTC, will be reviewed as part of the ACTC budget and reporting processes.

7.03 LIBERAL ARTS INSTITUTE BOARD: In regard for the special contribution of resources, leadership, and wisdom that member institutions of the Liberal Arts Institute provide, each member institution may designate a representative to the Liberal Arts Institute Board of Advisors, headed by ACTC's Executive Director.

ARTICLE EIGHT

OPERATIONS

Fiscal year

8.01 FISCAL YEAR. The fiscal year of this corporation will be the year running July 1 to June 30.

Execution of Documents

8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of ACTC will be signed by the President or the Executive Director.

Contracts leases or other instruments, executed in the name of and on behalf of ACTC will be signed by the Executive Director or President (or, if these officers are not available, the Treasurer).

Notification of contracts and leases in excess of \$ 10,000 per annum will be sent via email to the President, Executive Director and the Treasurer by the signing officer of ACTC. In the event that the President or Executive Director is unable to send or receive a notification, the Treasurer will notify the Board. The notification will outline the purpose, chief financial obligations, and the party or parties with which ACTC has contracted.

Books and Records

8.03 ACTC, through the Executive Director's office, will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committees. Complete records may be either on paper or electronic recording. The Corporation will keep at its principal place of business a Membership register giving the names, addresses, classes, and other details of the Membership of each member, and the original or a copy of its Bylaws including amendments to date certified by the Executive Director of the Corporation.

Each year, no more than 120 days after the end of the fiscal year, copies of the fiscal report will be sent to the Members of the Board and be made available, upon request, to ACTC members.

Inspection of Books and Records

8.04 ACTC will comply with public tax filing requirements of federal and state governments. Decisions of the Board will be published on the ACTC website as a matter of making available a sunshine agenda of actions taken. All books and records of ACTC may be inspected by any Board Member or Officer for any proper purpose at any reasonable time on written demand, stating the specific purpose of the inspection. The Officers of ACTC will comply with such a demand as technology and the balance of other ACTC business and affairs allow.

Nonprofit Operations

8.05 ACTC will not have or issue shares of stock. No dividend will be paid, and no part of the net income of ACTC will be distributed to its Members, Directors, or Officers. However, ACTC may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered. Such compensation, above \$ 5000 per item within one fiscal year, will be determined by a majority vote of the Board.

ARTICLE NINE
AMENDMENT OF BYLAWS

9.01 These Bylaws may be amended or replaced by a vote of two-thirds of the Board and ratification by majority vote of the Membership.