



## **COMBASE Bylaws**

**COMBASE Bylaws: approved February 23, 2002**

**Revised April 10, 2011; September 24, 2013**

COMBASE is a *Cooperative for the Advancement of Community-Based Post-Secondary Education*

### **Article I**

#### **Name and Offices**

##### **Section 1. Name**

The name of the organization is COMBASE, a cooperative for the advancement of community-based, post-secondary education.

##### **Section 2. Offices**

The principal office of COMBASE shall be located at the Office of the Executive Director of COMBASE.

### **Article II**

#### **Purposes**

COMBASE is a consortium of community colleges voluntarily joined together for the purposes of (a) identifying, validating, and employing exemplary practices in community-based and performance oriented education; and (b) sharing their expertise and experience among themselves and others through publications, mailing, conferences, and other means. COMBASE maintains affiliation with the American Association of Community Colleges (AACC) and supports the purposes and objectives of AACC.

### **Article III**

#### **Members**

##### **Section 1. Members**

Members of COMBASE shall be those post-secondary institutions which support the purposes of COMBASE, which practice community-based education, and which have, upon application, been approved for membership by the Board of Directors. Community college systems and state offices of community college systems shall be eligible for membership.

##### **Section 2. Representation**

Membership is institutional, not individual, and each institution shall have one (1) vote in COMBASE Assembly matters. Each member institution is entitled to two representatives: the institution's President, and an Institutional Representative. An institution, which is a separate unit within a multiple college district, must gain membership as a separate institution.

##### **Section 3. Attendance**

A major purpose of COMBASE is to promote participation and sharing among its members, therefore participation at meetings is encouraged of COMBASE members. Each member is encouraged to attend a minimum of one of the two regularly scheduled meetings held each year. These two meetings are the annual COMBASE conference and the COMBASE meeting periodically held at the annual American Association of Community Colleges' convention.



#### **Section 4. Associate Members**

Associate members of COMBASE shall be those organizations or institutions not designated post-secondary educational institutions which support the purposes of COMBASE and which have, upon application, been approved for membership by the Board of Directors. Associate members shall retain a non-voting status. Associate members shall be assessed a membership fee of 50% of the fee assessed to full members.

#### **Section 5. Emeritus Members**

COMBASE Member Emeritus designation may be granted to any CEO of a current or former COMBASE member college (President/Chancellor/Superintendent). It may also be granted to a former Institutional Representative who served on the COMBASE Board of Directors. There shall be no fee for Emeritus members and they may register for the annual COMBASE conference at a 50% reduction in conference fees. Changes to the Emeritus Members category fees and benefits may be made by a vote of the Board of Directors.

#### **Section 6. Organizational Sponsors**

COMBASE maintains an Organizational Sponsorship Program with varying levels of sponsorship designation including, but not limited to Board of Director's Circle, Partners, Associates, and Affiliates. Each level includes particular assessed annual fees and benefits. Changes to the Organizational Sponsor program fees and benefits may be made by a vote of the Board of Directors.

### **Article IV**

#### **Board of Directors**

##### **Section 1. Membership**

The Board of Directors shall consist of the President, Vice President, Secretary-Treasurer, and Immediate Past President who are elected biennially by the Board of Directors, six directors elected at-large by the Board of Directors, one Archivist/Historian director, and one Marketing director. The Archivist/Historian director and the Marketing director positions will be appointed to three-year terms by the Board of Directors. At-large directors will serve three-year terms with two being elected each year. Two of the six at-large directors will be Institutional Representatives.

##### **Section 2. Powers, Duties, and Meetings**

The Board of Directors is responsible for appointing the Executive Director, establishing and scheduling meetings, setting the annual dues, accepting and rejecting applications for membership, approving the annual budget, operating the organization between meetings, electing directors at-large, preparing an Annual Plan of Action, and such other duties as are required for the operation of COMBASE. Meetings may be called from time to time by the President or by any four members of the Board of Directors.

##### **Section 3. Quorum**

The presence of a majority of the members of the Board of Directors is required for a quorum. Business may be transacted in person at meetings, by teleconference, or conference call providing a quorum is present. While the Board of Directors maintains an even number of Board of Director members, a



quorum consists of 50% of the Board members. At the determination of the President, the Executive Director, who is an ex officio member of the Board, may be used to form a quorum, but shall have no vote.

Extraordinary to regular Board of Director meetings and as directed by the COMBASE president, voting on specified issues by the Board of Directors may be conducted through asynchronous polling of the Board of Directors using electronic means including phone calls, Internet email/survey, or fax. Such period for voting electronically shall be confined to one-week duration and vote tallies shall be documented and maintained by the Secretary-Treasurer. Notice of such voting shall be communicated to the Board of Director members at least 15 days in advance of the start of the voting period. For the purposes of such voting, at least two-thirds of the Board of Director members shall participate in the voting.

## **Article V**

### **Officers and Board Positions**

#### **Section 1. Officers and Other Board Positions**

The officers of the Board of Directors shall be the President, Vice President, Secretary-Treasurer, and Immediate Past President. The President, Vice President, Secretary-Treasurer, Immediate Past President, Historian/Archivist, Directors At-Large (including two Institutional Representatives, shall be voting positions on the Board of Directors. The Executive Director shall sit in an ex officio capacity on the Board of Directors. Vacancies may be filled or new offices created at any meeting of the Board of Directors.

#### **Section 2. Duties of the President**

The President shall be the chief executive officer of COMBASE. The President shall preside at all meetings of the Assembly. The President may sign, with the Treasurer or any other officer of COMBASE, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors shall have authorized. The President, through the Board of Directors, shall have the authority to appoint, on a biennial basis, an Executive Director as provided for in the budget, and in general shall perform all duties incident to the Office of President as may from time to time be prescribed by the Board of Directors. The Executive Director contract/memorandum of understanding for services may be with an individual or with an organization that employs an individual who will serve as the COMBASE Executive Director.

#### **Section 3. Duties of the Vice President**

The Vice President shall perform the duties of the President in the event of the absence or disability of the President. The Vice President shall perform such other duties as are required by the Board of Directors.

#### **Section 4. Duties of the Secretary-Treasurer**

The Secretary-Treasurer shall collect and keep an account of all moneys received and expended by the organization; deposit sums received by COMBASE in depositories approved by the Board of Directors; and make reports of the finances of COMBASE to the President and the Board of Directors, whenever required; and shall perform such other duties as are required by the Board of Directors. The funds, books, and other records in the possession of the Secretary-Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors. The Secretary-Treasurer shall cause a



financial review of the organization's transactions to be performed by a committee of members, as promptly as practicable after the close of each fiscal year. The review report shall be furnished to all member institutions as soon as such report is available, and in all events not later than the Annual Meeting of the Board of Directors next following the close of the fiscal year to which such report pertains. At the expiration of the Secretary-Treasurer's term of office, the Secretary-Treasurer shall turn over to the successor in office all funds, books, records, and other property of COMBASE in this individual's possession.

**Section 5. Duties of the Immediate Past President**

The Immediate Past President shall serve as Chair of the Nominating Committee and serve in other capacities at the direction of the President.

When the Board nominations/appointments process fails to produce replacement Board members in a timely manner, the President shall be empowered to make appointments for terms of one year, or until the next Board appointment cycle, whichever is less time. The Board and its Nominating Committee shall then address the remaining years of the terms during the next appointment cycle.

**Section 6. Duties of the Historian/Archivist**

The Historian/Archivist will collect and cause to be maintained original and/or copies of COMBASE legal, financial, and other pertinent records and documents. The physical archive may be housed at the principal office of COMBASE, under the direction and control of the Historian/Archivist.

**Section 7. Duties of the At-Large Directors/Institutional Representative Board Members**

The elected At-Large Directors and elected Institutional Representative Board Members may be assigned to committees or task groups by action of the Board of Directors. As representatives of the membership's Institutional Representatives, they shall maintain a network among the Institutional Representatives to promote sharing of their expertise and experience as well as their institution's best practices.

**Section 8. Duties of the Marketing Director**

The Marketing Director will provide guidance and assistance to the Board of Directors related to the marketing and promotion of COMBASE, including the development of an annual marketing plan, membership recruitment and retention, marketing materials, promotional strategies to attract membership to the fall conference, the solicitation of organizational sponsors, and the leveraging of special initiatives to advance COMBASE.

**Section 9. Duties of the Executive Director**

The Executive Director is appointed for a two-year term and serves at the discretion of the Board of Directors. The Executive Director is responsible for the administrative affairs of COMBASE, and these accomplishments are reviewed annually by the Board. The Executive Director shall sit in an ex officio capacity on the Board of Directors and the Assembly. The Executive Director shall maintain all records and files – other than the Treasurer's reports, call meetings at the direction of the Board, keep minutes of the Board of Directors and the Assembly, and such other duties as may be assigned such as professional development activities, publications and contract and grant development. The Board of Directors shall incorporate the compensation and expenses of the Executive Director in the annual COMBASE budget.



## **Article VI**

### **Meetings of the Board of Directors**

#### **Section 1. Meetings**

There shall be at least two regular meetings of the Board of Directors of COMBASE per calendar year. One meeting shall be held within the period January – March of each year, referred to as the Winter Board Meeting. Officers and at-large members of the Board of Directors shall be elected at this meeting. The other meeting shall be held in conjunction with the annual Fall Conference and shall be designated as the Annual Meeting, at which time an annual Plan of Action and Budget shall be reviewed and approved. Special meetings may be called from time to time by the President of the Board of Directors or by petition of at least four members of the Board of Directors.

## **Article VII**

### **The Assembly**

#### **Section 1. Meetings**

There shall be created an Assembly of COMBASE member institutions. Presidents and Institutional Representatives shall constitute the Assembly. Assembly activities shall be scheduled at each meeting and these activities shall be conducted so as to further the purposes of COMBASE. For the purposes of voting on issues presented to an Assembly meeting, each institution shall have one vote.

#### **Section 2. Notice of Meetings**

Written or printed notice stating the place, day, and hour of any meeting of the Assembly shall be delivered either personally, by mail, or by electronic means, to each member institutions' President and Institutional Representative entitled to vote at such meeting, not less than 10 nor more than 40 days before the date of such meeting, by or at the direction of the President or the persons calling the meeting, or when required by the bylaws, the purpose for which the meeting is called shall be stated in the notice.

#### **Section 3. Quorum**

A majority of member institutions must be represented in order that a quorum be constituted for the transaction of business at any meeting of the Assembly. If a quorum is not present at the meeting, or if the business of such meeting shall not be completed, those present may, by majority vote, adjourn the meeting to another date. If a vote to be taken at an Assembly meeting, at which a quorum is not constituted, is of such importance as determined by the President, the voting may be conducted by phone, fax, Internet or other electronic means. Such voting would occur over a 10 day response period with all member institutions given one vote.

## **Article VIII**

### **Amendment to Bylaws**

#### **Section 1. Notice**

These bylaws may be altered, amended, or repealed at any regular COMBASE meeting provided that a minimum of 30 days prior notice of such meetings shall have been furnished to the Board of Directors and the Assembly and that such notice shall have included a statement that one of the purposes of such meetings was to consider such alternation, amendment, or repeal.



**Section 2. Methods of Amendment**

Amendments to the bylaws may be considered in either of two methods:

(1) Proposed amendments originating from the Board of Directors must pass the Board of Directors by a majority vote and be acted on by a majority of those institutions present at the Assembly meeting to be adopted.

(2) Proposed amendments originating from the Assembly must pass the Assembly by majority vote of institutions present at the Assembly meeting and must pass the Board of Directors by majority vote to be adopted.

**Section 3. Effective Date**

Bylaw changes are effective immediately upon adoption unless otherwise specified.