



Association of College and University Clubs

BYLAWS (Revised - July, 2006)

Article I

The name of this Association shall be the “*ASSOCIATION OF COLLEGE AND UNIVERSITY CLUBS*” (ACUC).

Article II

The purposes of this non-profit Association are to facilitate reciprocal relationships between member clubs, to provide information to persons connected with management of member Clubs, to establish a periodical promoting the interchange of ideas and information necessary to achieve Association goals, and to promote and encourage efficient and successful Club management.

Article III

MEMBERSHIP

Section 1: Categories of Membership

A. Active Member

Upon payment of the membership dues, Active Membership in the Association shall be granted to: a club or organization that maintains a hospitality facility, and promotes social diversity, cultural and intellectual exchange within a membership composed primarily of college or university faculty, staff and alumni. The member club is represented in the Association by a primary representative who serves in an executive, managerial, or administrative position with that club. The primary representative of the Active Member club shall be entitled to vote, to hold office, and to take part in all business and affairs of the Association.

B. Associate Member

Upon payment of the membership dues, Associate Membership shall be granted to: a university organization that does not maintain a hospitality facility; or which is researching the development of a Club within a campus community, and shares a common interest in the exchange of ideas and the educational programming that is promoted by the Association. The primary representative of the Associate Member organization shall be entitled to vote, to hold office, and to take part in all business and affairs of the Association.

C. Friend of the Association

Upon payment of the membership dues, the designation of “Friend of the Association” shall be granted to: any representative in good standing who retires or enters into another line of business. A Friend of the Association shall be entitled to all social privileges of the Association, but shall not be entitled to vote or hold elective office. A Friend of the Association shall pay dues at a rate of twenty-five percent (25%) of the dues for an Active Member.

D. Honorary Member

An Honorary Member is any person who has been so recognized officially by the Board of Directors for outstanding service to the Association. Honorary Members shall pay no dues and shall not be eligible to vote or hold office.

E. Affiliate Member

Upon payment of the membership dues, Affiliate membership in the Association shall be granted to individuals in a profession or business serving the club/hospitality industry, who share an interest in supporting the mission of the Association, and participating in the educational programming promoted by the Association. Individual Affiliate members may neither vote nor be elected to office, but may serve on committees as appointed. Affiliate members shall pay dues as established by the Board of Directors.

Section 2: Admission

All applicants for admission to the Association must meet the criteria for membership as stated in Section 1 of this Article and as interpreted by the Board of Directors. The applicant must apply for admission on the prescribed Association form.

Section 3: Termination of Membership

Any member may be suspended for a specific or indefinite period of time, or may for cause, be expelled by a vote of two-thirds (2/3) of those present and in good standing at an Annual Meeting. In the interval between annual meetings, membership may also be suspended, subject to approval of the membership in accordance with this Section, at the next Annual Meeting, by a two-thirds (2/3) vote of the Board of Directors should said member fail to comply with the Bylaws of the Association.

Section 4: Dues

All dues are payable by the first day of January of each year and shall be for the fiscal year. Dues and/or assessments shall be determined by a majority of the members present at the Association's Annual Meeting. For memberships that become effective after July 1st, the annual dues shall be prorated to fifty percent (50%) of the full dues. Memberships that become effective on or after October 1st in any year shall be exempt from dues for the remainder of that year and the entire amount shall be applied to the ensuing year's dues. (To appear in the updated yearly membership roster, March 1st shall be the official cut off for dues payment.)

Section 5: Assessments

The Board of Directors shall have the power to levy one (1) special assessment, not to exceed twenty U.S. dollars (\$20.00) per member during each fiscal year. Such special assessments shall not be levied upon Friends or Honorary Members of the Association.

Section 6: Penalties for Nonpayment

Any member who shall be in arrears for dues by the 15th of June of any year shall be dropped from the rolls of the Association, and the Secretary-Treasurer shall notify the member of this action.

Article IV BOARD OF DIRECTORS

Section 1: Board of Directors

The property and business of the Association shall be managed and controlled by the Board of ten (10) Directors, one (1) of whom shall be the immediate Past President of the Association, four (4) of whom shall be officers of the Association who shall be elected by the members at the Annual Meeting and five (5) of whom shall be the Regional Directors who shall be elected from within their own Region. All disputes and grievances shall be referred to the Board of Directors whose decision thereon shall be final and binding on all interested parties.

Section 2: Terms of Office

Officers and Regional Directors shall be elected for a period of two years and shall be eligible for re-election, to a maximum of two consecutive terms. To insure continuity on the Board, half of the Regional Directors shall be subject to re-election at each Annual Meeting. Regional Directors from Regions 1, 3, and 5 shall be elected for two year terms; and in alternating years, Regional Directors from Regions 2 and 4 shall also be elected for two year terms.

Section 3: Board of Directors Meetings

The Board of Directors or the Officers shall meet annually at a site determined by the Board of Directors. The purpose of this meeting shall be to plan the agenda for the following year's conference, and to conduct other business in accordance with the Bylaws.

Section 4: Remuneration

Directors, as such, shall not receive any remuneration for their services, but they shall be reimbursed for any legitimate Association expenses which have been realized by themselves or their respective Clubs, and which have been approved by the Board of Directors.

Section 5: Expenditures

The Board of Directors is authorized to make expenditures on behalf of the Association within the framework of the approved annual budget. In the event of unusual circumstances involving an expenditure over \$3,000.00, the purpose and amount must be approved by a majority of the members of the Board of Directors. Such approval may be at the Annual Meeting, a special meeting called for that purpose, or by telephone poll conducted by the Secretary-Treasurer and approved by the President. Such expenditures will be noted at the Annual Meeting.

Section 6: Indemnification

Every Director, Officer and employee of this Association shall be indemnified in accordance with the laws of the Commonwealth of Virginia. The Board of Directors shall determine the appropriateness of any indemnification granted. This right shall not be in addition to or exclusive of other rights to which the indemnified may be entitled.

Article V

CONFERENCES

Section 1: Regular Meeting

The Association shall hold its Annual Meeting and Conference on a date to be established by the Board of Directors. At each Annual Meeting, the Board of Directors shall announce the location of future Conference site(s).

Section 2: Quorum

Fifty percent (50%) of the voting membership present at an Annual Meeting shall constitute a quorum for the transaction of business. Sixty percent (60%) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 3: Rules and Procedures

The Annual Conference shall be under the direct supervision of the Association President. In case of conflict as to procedure, "Roberts Rules of Order" shall govern all sessions of the Association insofar as consistency with the Articles and Bylaws of the Association is concerned.

Section 4: Nominating Committee

The Nominating Committee shall be chaired by the immediate Past President and may consist of one Active Member's representative from each Region appointed by the President.

Section 5: Regional Director Nominations

It shall be the responsibility of each Region, meeting independently at the Annual Conference, to nominate and elect one active Member from their respective Region to the Board of Directors.

Section 6: Independent Nominations

After the report of the Nominating Committee at the Annual Meeting, it shall be the privilege of any Active Member of the Association to place in nomination the names of any person eligible to become Officers in the Association.

Section 7: Election - Officers/Directors

The slate of officers presented by the Nominating Committee of the Association shall be approved at the Annual Meeting. In case of no opposition to a nomination within the slate, the vote may be by acclamation.

Article VI

Duties and Responsibilities

Section 1: The President

The President is the principal executive officer of the Association and as such is responsible for the administration of all affairs of the Association. The President shall preside at all meetings of the Board of Directors, the Annual Meeting, and at all meetings of the members. The President shall be an ex-officio member of all committees. The President shall appoint all committees not otherwise provided for by the members at the Annual Meeting. The President shall cast the deciding vote in all cases where a second ballot is equally divided.

Section 2: The Vice-President

The Vice-President shall have the same authority as the President as stated in Article VI, Section 1, in the case of inability of the President to perform his or her duties. In case of a vacancy occurring in the office of the President, the Vice-President shall assume the full duties of the President until the next election. The Vice-President shall perform such duties as may be assigned by the President of the Board of Directors. It will be the duty of the Vice President to oversee all Regional Directors, and to report at the Annual Meeting.

Section 3: The Secretary-Treasurer

The Secretary-Treasurer shall oversee all provisions of the Bylaws and ensure they are accurately and faithfully administered by the Executive Officers. The Secretary-Treasurer shall also perform such other duties as the terms of the position call for or the Board of Directors may from time to time properly require.

The Secretary-Treasurer also presides over all fiscal affairs. They will audit bills and accounts rendered to the Association and shall monitor the receipts and disbursements of all funds. The Secretary-Treasurer is responsible for all monies of the Association and acts as its signing authority. It is the responsibility of the Secretary-Treasurer to see that accurate records are kept which reflect the true accounting of the Association's fiscal affairs. The Secretary-Treasurer shall give a report to the membership at the Annual Meeting regarding the affairs of their office.

Section 4: The Membership Director

Through communication and coordination with the Regional Directors and Headquarters, the Membership Director's primary function is to identify and recruit new members to the Association. It will be the duty of the Membership Director to implement the recommendations of the Board of Directors, and to report at the Annual Meeting.

Section 5: Immediate Past President

The Immediate Past President's primary function is to assure continuity of direction and to provide maturity and experience to the Officers of the Association. The immediate Past President is the chairperson of the Nominating Committee.

Section 6: Regional Directors

Regional Directors are responsible for representing and acting on behalf of the members of the Association in their Region. The Regional Directors shall function as liaison between the Board of Directors and the members.

Section 7: Impeachment

The Board of Directors may impeach and remove an Officer or Director for neglect or misconduct in office. The Board is empowered to remove and replace such Officers or Directors, if their conduct is judged to be substandard or negligent, by a two-thirds (2/3) vote of the entire membership of the Board of Directors. A removed Officer or Director may appeal such removal to the membership, which may overturn such removal by a vote of two-thirds (2/3) majority of Active Members present at the next Annual Meeting.

Section 8: Vacancies

In the event of the inability of an Officer or Regional Director to complete a term of office, the President is empowered to fill by appointment such vacancy, for the remainder of that term of office. Such appointment must be approved by a majority vote of the entire membership of the Board of Directors.

Article VII Amendment and Dissolution

Section 1: Procedure for Amendment

The Bylaws of the Association may be amended or repealed at any conference, or at any special meeting of the Association, which is called for that purpose. The amendment or repeal must be approved by two-thirds (2/3) of the members present at such a meeting and must be represented in the following manner:

Amendments or repeals may be proposed by the Board of Directors, or any Active Member in good standing. They are to be filed with the Association Secretary-Treasurer not less than ninety (90) days prior to the scheduled date of the meeting at which they are to be considered. The proposed amendment or repeal will be reviewed at the meeting by a committee established for that purpose, and any amendments or repeals presented to the membership by that committee must be approved by two-thirds (2/3) of the members present at such a meeting.

Section 2: Notice to Membership

The Secretary-Treasurer shall send notice of the proposed amendment or repeal which shall be mailed to each member of the Association at least sixty (60) days before the meeting at which it is to be considered.

Section 3: Dissolution of the Association

Upon termination or dissolution, unless otherwise required by law, all assets remaining after satisfaction of the legitimate debts of the Association shall be returned in equal proportion to each active member organization currently in good standing which has had at least three years of dues paying affiliation with the Association.