



BYLAWS OF THE NEW ENGLAND ASSOCIATION FOR COLLEGE ADMISSION COUNSELING

Approved at the Membership Meeting at the Annual Meeting & Conference, 5/27/2010

ARTICLE I NAME and OFFICES

1. As reflected in the Articles of Organization (Articles), the name of the organization is the New England Association for College Admission Counseling, Inc. (NEACAC), a chartered affiliate of the National Association for College Admission Counseling (NACAC) and duly incorporated under the laws of the Commonwealth of Massachusetts.
2. The Association may have offices at such location as designated by the Governing Board from time to time.

ARTICLE II PURPOSE

SECTION 1. Purpose

- A. As reflected in the Articles, the purposes of NEACAC are exclusively educational, scientific and charitable and include shaping and developing ethical and effective college counseling, admissions and enrollment practices that influence the development and realization of students' educational goals.

SECTION 2. Code of Ethics

- A. NEACAC subscribes to and supports the NACAC Statement of Principles of Good Practice.

ARTICLE III MEMBERSHIP

SECTION 1. Eligibility, categories, criteria and qualifications

- A. Membership is available to eligible institutions, organizations, and individuals.
- B. NEACAC shall have both voting and non-voting members.
- C. The requirements, criteria, qualifications, and rights of each category of membership shall be set forth in these Bylaws and further described in policies and procedures approved by the Governing Board.

SECTION 2. Requirements

- A. Members must be of good reputation.
- B. Members must support the purposes, activities, and mission of NEACAC.
- C. Members must meet the requirements of membership as set forth in the policies and procedures approved by the Governing Board and in these Bylaws.
- D. Members must adhere to and support NACAC's code of conduct, the Statement of Principles of Good Practice, in order to ensure high professional standards in the recruitment of students and the transition to post-secondary education.

SECTION 3. Terms

- A. Applications for membership, both voting and non-voting, shall be reviewed in accordance with the membership criteria set forth in these Bylaws and the policies and procedures adopted by the Governing Board.
- B. The rights and benefits of membership shall be described in these Bylaws and in policies and procedures approved by the Governing Board.
- C. The Governing Board shall establish annual membership dues for voting and non-voting members and categories thereof.
- D. The term of membership commences upon payment of annual dues.
- E. Membership may be terminated at any time for:
 - 1. Failure to maintain the criteria for membership.
 - 2. Failure to comply with the provisions of the NACAC Statement Principles of Good Practice.
 - 3. Failure to pay the annual dues.

SECTION 4. Voting Membership

- A. This category of membership has the right to elect the governing leaders of NEACAC, to amend, as necessary, the NEACAC Articles of Organization and Bylaws; and to vote on such other appropriate business as may come before the membership. Other rights may include, but are not limited to, committee service, or service on the Governing Board.
- B. Each voting member of NEACAC shall have one vote on all matters that require action by the membership.
- C. An individual who is designated as the principal voting representative of an institution shall vote as a representative of that institution and not as an individual member.

- D. A voting member of NEACAC may not be a voting member of any other NACAC Affiliate.
- E. Voting membership shall be extended to:
 - 1. Institutions and Organizations:
 - a. Two- and four-year colleges, universities, and other post-secondary institutions in New England which are degree-granting and not-for-profit.
 - b. Secondary schools in New England which are diploma-granting and not-for-profit.
 - c. Not-for-profit organizations, agencies, and institutions in New England whose primary function is to provide post-secondary school admission counseling and financial aid services.
 - d. Primary schools in New England which are accredited and not-for-profit.
 - e. School districts in New England which are diploma-granting and not-for-profit.
 - f. University Systems in New England which are degree-granting and not-for-profit.
 - 2. Individuals:
 - a. Individuals employed at voting member institutions and/or organizations.
 - b. Independent counselors working primarily in New England who provide counseling in postsecondary admission and financial aid services. Such members cannot also hold voting membership in another NACAC Affiliate.
 - c. Retired individuals from NEACAC member institutions in New England who were actively engaged in providing postsecondary school admission counseling and financial aid services during their professional career, provided that they do not meet the membership criteria for any other voting membership category.
 - d. Regional representatives of two- or four-year colleges, universities or post-secondary institutions located outside of New England who perform the majority of their professional duties in New England. Such members cannot hold voting membership in the NACAC Affiliate assigned to the individual's institution.
 - e. Transfer counselors working at two-year colleges within New England which are degree-granting and not-for-profit. Such counselors are eligible for individual membership.
 - f. Individuals who have been awarded Honorary Lifetime NEACAC Membership.

SECTION 5. Non-voting Membership

- A. This category of membership does not have the right to vote on membership-related matters, but may participate in activities sponsored by NEACAC.
- B. Non-voting associate membership shall be extended to:

1. Institutions and Organizations:
 - a. Two- and four-year colleges, universities or post-secondary institutions located outside of New England which are degree-granting and not-for-profit.
 - b. Secondary schools located outside of New England which are diploma-granting and not-for-profit.
 - c. Not-for-profit organizations, agencies, and institutions located outside of New England whose primary function is to provide post-secondary school admission counseling and financial aid services.
 2. Individuals:
 - a. Independent counselors working primarily outside of New England who are members of NACAC or their NACAC Affiliate.
 - b. Graduate students seeking counseling careers in secondary or post-secondary institutions, college or university admission, and/or financial services.
 - c. Retired members of other NACAC Affiliate.
- C. Non-voting affiliate membership may be extended to:
1. Institutions and Organizations:
 - a. Two- and four-year colleges, universities or other post-secondary institutions located within or outside New England which are accredited, degree-granting, and for-profit. Such institutions must abide by the requirements Title IV of the Higher Education Act of 1965.
 - b. Secondary schools located within or outside New England which are diploma-granting and for-profit.
 - c. U.S. military agencies that promote college attendance and/or scholarships.
 - d. Post-secondary “gap year” programs that promote college attendance.
 - e. Vendors selling or promoting products or services that support the purposes and mission of NEACAC.
 2. Individuals:
 - a. Regional representatives of two- or four-year colleges, universities or post-secondary institutions located inside of New England who perform the majority of their professional duties outside of New England. Such members may hold voting membership in another NACAC Affiliate and be a non-voting member of NEACAC.
 - b. Educators who teach graduate-level courses in college counseling.

SECTION 6. Membership is not transferrable or assignable.

SECTION 7. Meetings

- A. Only voting members in good standing on the 30th day prior to and through the day of any membership meeting shall be entitled to vote. Each member, so entitled to vote, may vote in person or by proxy properly executed by the member. This proxy shall specifically identify the meeting at which the proxy may be used.
- B. The President, with the approval of the Governing Board, shall call the membership to a meeting of the membership held at the Association's Annual Meeting and Conference.
- C. The President, with the approval of the Governing Board, shall call the membership to a meeting of the membership held during the NACAC Annual Conference.
- D. The President, with the approval of the Governing Board, shall call the membership into a special membership meeting upon the request of two-thirds of the entire Governing Board or one-tenth of the members entitled to vote. The Governing Board may determine that a special meeting shall be conducted using a special proxy ballot. In such cases, NEACAC shall prepare and distribute electronic or other proxy ballots to all voting members. Such ballots will be returned by the method or methods, other than verbal, designated by the Governing Board. Proxy ballots shall be distributed not less than thirty (30) days and not more than sixty (60) days prior to the date of the final vote count.
- E. Notice of every annual and special membership meeting shall be given to each member entitled to vote at such a meeting not fewer than thirty (30) days but not more than sixty (60) days before the meeting.
- F. Notice of a special meeting shall state the purposes for which the meeting is called.
- G. By majority vote of the entire Governing Board, the Board may postpone or cancel a membership meeting if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting. Under such circumstances, the Governing Board may direct the President to send out special proxy ballots.
- H. One-tenth (1/10) of the voting members of NEACAC entitled to vote and registered at the annual conference on the close of registration the day preceding the Annual Meeting and Conference membership meeting shall constitute a quorum for this meeting.
- I. For a special meeting of the members, a quorum for the transaction of business at this meeting shall be those members present and entitled to vote. In the event of a special proxy ballot, two hundred (200) voting members of NEACAC must return the ballot in order to constitute a quorum.

ARTICLE IV OFFICERS

SECTION 1. Title, Terms, Commencement, and Qualifications

- A. There shall be a President, a Vice-President, a President-Elect, a Past-President, a Secretary, a Treasurer and a Treasurer-Elect. Except as expressly stated in these Bylaws, the President-Elect, Secretary, and Treasurer-Elect shall be elected by the voting membership. The Vice-President shall be appointed by the President-Elect, subject to the approval of the Governing Board. This approval must be obtained after January 1 and prior to the commencement of the annual election for officers. All officers shall perform the duties prescribed by these Bylaws.
- B. The President, Vice-President, President-Elect, Past-President, and Treasurer-Elect shall serve a term of one year. The Secretary and Treasurer shall each serve a term of two years and shall serve no more than two consecutive terms.
- C. All officers shall take office at the Annual Meeting or on May 1st following the elections, whichever comes later.
- D. All officers must be voting members, in good standing, of NEACAC. All officers shall serve as directors of the Governing Board.

SECTION 2. Duties

- A. Duties of the President shall be:
 - 1. To succeed to the office of Past-President upon expiration of the current Past-President's term.
 - 2. To preside at all meetings of NEACAC, the Governing Board, and the Executive Board.
 - 3. To serve as an ex-officio member of all committees except the Nominating Committee.
 - 4. To fill any vacancies that occur in the chairs of committees of the Association during their term, subject to the approval of the Governing Board, except as provided in these Bylaws.
 - 5. To serve as a delegate to the NACAC Assembly.
 - 6. To make an annual report of the Association's business to the membership.
 - 7. To assume such other responsibilities as may be directed by the Governing Board.
- B. Duties of the Vice-President shall be:
 - 1. To assist the President as requested.
 - 2. To assume such other responsibilities as may be directed by the President or the Governing Board.
- C. Duties of the President-Elect shall be:
 - 1. To succeed to the office of President upon expiration of the current President's term.
 - 2. To learn and prepare to assume the duties of the President.

3. To assist the President as requested.
4. To serve as a delegate to the NACAC Assembly.
5. To act as an ex-officio member of the Annual Meeting and Conference Committee.
6. To appoint the chairperson(s) of NEACAC standing committees whose term will begin the following year, subject to the approval of the Governing Board.
7. To assume such other responsibilities as may be directed by the President or the Governing Board.
8. To assume the duties of the President in the event that the President is unable to complete his or her term in office.

D. Duties of the Past-President shall be:

1. To preside at any meeting of NEACAC, the Governing Board or the Executive Board in the absence of the President.
2. To serve as the NEACAC Chief Delegate to the NACAC Assembly.
3. To serve as a member of the Nominating Committee and then, during the following the year, to serve as chairperson of that committee.
4. To assume such other responsibilities as may be directed by the President or the Governing Board.

E. Duties of the Secretary shall be:

1. Oversee the sending of notices.
2. To record the minutes of all meetings of the membership, the Executive Board, the Governing Board, and any special meetings called by the President for the purposes of conducting NEACAC business.
3. To distribute minutes to appropriate parties.
4. To assume such other responsibilities as may be directed by the President or the Governing Board.

F. Duties of the Treasurer shall be:

1. To be responsible for the funds and financial transactions of NEACAC.
2. To serve as an ex-officio member on the **Finance** Committee and to help prepare and oversee the annual budget of NEACAC.
3. To make regular reports as well as an annual report on the financial status of NEACAC to the Executive Board, the Governing Board, and membership.
4. To assume such other responsibilities as may be directed by the President or the Governing Board.

G. Duties of the Treasurer-Elect shall be:

1. To learn and prepare to assume the responsibilities of the treasurer.
2. To assist the treasurer as requested.
3. To assume such other responsibilities as may be directed by the President or the Governing Board.

SECTION 3. Elections

A. A slate of candidates for each elected office shall be determined as follows:

1. By the Nominating Committee, or
2. By the membership through a petition signed by representatives of no fewer than twenty-five (25) NEACAC voting members.

B. Elections for applicable Officers shall be held as follows:

1. Elections are normally held at some time in February through April. Special elections may be held at any time as necessary.
2. Notice of the election shall be sent to every voting member not more than (60) days and not less than (30) days before the election.
3. The election shall be held by proxy ballot in accordance with Article III, Section 6D.
4. The election period shall take place over no fewer than fifteen (15) and no more than (30) days.
5. At the end of the election period, the candidate for each position on the ballot receiving the highest number of votes in the election shall be declared elected by the Nominating Committee. In the case of a tie, the Governing Board shall determine the winner.
6. Results of the election shall be announced appropriately after the election period has closed.

C. No person shall be elected to more than one office at the same time.

SECTION 4. Vacancies

A. Past-President. If at any time the office of Past-President becomes vacant the Executive Board shall appoint a replacement.

1. The replacement shall be someone who has previously served as President of NEACAC .
2. If no Past-President is able to accept the appointment, any appropriate director may be appointed by the Executive Board.

- 3. The person appointed shall complete the remainder of the vacating Past-President's term.
- B. President. If, at any time the office of President becomes vacant, the President-Elect shall serve the remainder of the vacating President's term.
- C. President-Elect. If at any time the office of President-Elect becomes vacant, the membership shall hold a new election as outlined in Article IV, section 3.
- D. Secretary. If at any time the office of the Secretary becomes vacant, the Executive Board shall appoint a replacement.
- E. Treasurer. If at any time the office of Treasurer becomes vacant, the Treasurer –Elect shall assume the appointment. If there is not a Treasurer-Elect, the Executive Board shall appoint a replacement.
- F. Treasurer-Elect. If at any time the office of Treasurer-Elect becomes vacant, the membership shall hold a new election as outlined in Article IV, section 3.

ARTICLE V. NACAC ASSEMBLY DELEGATES

SECTION 1. Title, Terms, Commencement, and Qualifications

- A. The NACAC Assembly Delegates shall consist of a predetermined number of delegates, as established by NACAC, and a sufficient number of Alternate Delegates.
- B. NACAC Assembly Delegates shall take office at the Annual Meeting and Conference or on May 1st following the elections, whichever comes later.
- C. NACAC Assembly Delegates shall serve a term of three years and shall serve no more than two consecutive terms. To be eligible for election as a NACAC Assembly Delegate, or election or appointment as an Alternate Delegate, a candidate must be the principal representative of a voting NACAC member institution, or a voting member of NACAC.
- D. NACAC Assembly Delegates and Alternate Delegates must be voting members in good standing of both NACAC and NEACAC.
- E. NACAC Assembly delegates must maintain voting membership in both NEACAC and NACAC throughout their terms of service.

SECTION 2. Duties

- A. Except as otherwise provided by law or these Bylaws, NACAC Assembly Delegates shall serve in the NACAC Assembly.

- B. NACAC Assembly Delegates shall serve as full voting members of the NEACAC Governing Board.

SECTION 3. Nominations and Elections

- A. A slate of candidates for Assembly Delegates shall be determined as follows:
 - 1. The Nominating Committee shall confirm the eligibility of each candidate and shall prepare a slate of Delegates to present to those members eligible to vote as provided by NACAC Bylaws and these Bylaws.
- B. Elections for applicable Assembly Delegates and Alternate Delegates shall be held as follows:
 - 1. Elections are normally held at some time in February through April.
 - 2. Notice of the election shall be sent to every voting member not more than (60) days and not less than (30) days before the election.
 - 3. The election shall be held by proxy ballot in accordance with Article III, Section 6D.
 - 4. At the end of the election period, the candidates will be ranked by the numbers of votes received and those candidates with the highest number of votes per category will be selected to fill the available Assembly Delegate positions.
 - 5. Alternate Delegates will be selected from the remaining pool of candidates, based on the number of votes received until a sufficient number of Alternate Delegates have been selected.
 - 6. Results of the election shall be announced promptly after the election period has ended.

SECTION 4. Vacancies

- A. In the event a NACAC Assembly Delegate cannot fulfill his/her term in office, an Alternate Delegate will assume his/her place and serve out the remaining term. If no Alternate Delegate is available, an appropriate member may be appointed by the President.
- B. If a NACAC Assembly Delegate cannot attend a NACAC Assembly meeting, an alternate Assembly Delegate or an appropriate member appointed by the President if no alternate is available, may serve at the meeting in place of the elected Assembly Delegate. The elected Delegate remains in office.

ARTICLE VI. COMMITTEE CHAIRPERSONS

SECTION 1. Title, Terms, Commencement, and Qualifications

- A. To be eligible for selection as a Committee Chairperson, a candidate must be a voting member of NEACAC in good standing.
- B. The NEACAC Committee Chairpersons shall oversee one of the committees, listed in Article VIII. The Governing Board shall determine the scope of authority for all committees.
- C. Committee Chairpersons shall serve a term of no more than three years.
- D. Committee Chairpersons shall serve no more than 2 consecutive terms.

SECTION 2. Duties

- A. To preside over their designated committee.
- B. To appoint their committee members.
- C. To serve on the NEACAC Governing Board.
- D. To submit requested reports on the status of their committee’s work.

SECTION 3. Selection and Vacancies

- A. Committee Chairpersons whose term will begin the following year shall be appointed by the President-Elect, subject to the approval of the Governing Board.
- B. If at any time a Committee Chair position becomes vacant, the President shall appoint a new Committee Chairperson, subject to the approval of the Governing Board.

ARTICLE VII. GOVERNING BOARD AND EXECUTIVE BOARD

SECTION 1. Governing Board

- A. Title, Terms, Commencement, and Qualifications
 - 1. The Governing Board shall consist of the President, President-Elect, Treasurer, Treasurer-Elect, Vice-President, Secretary, Past President, NACAC Assembly Delegates, and Committee Chairpersons.
 - 2. The President, Vice-President, President-Elect, Past President, and Treasurer-Elect shall serve a term of one year. The Secretary and Treasurer shall serve terms of two years. Committee Chairpersons and NACAC Assembly Delegates shall serve a term of no more than three years.
 - 3. All Governing Board Members shall take office at the Annual Meeting or May 1 following the elections, whichever comes later.

4. All Governing Board members must be voting members in good standing of NEACAC.

B. Duties

1. Except as otherwise provided by law or these Bylaws, the Governing Board shall have full power, direction, control, and authority over the property, funds and affairs of NEACAC. The Governing Board shall:
 - a. Oversee the administration of the association.
 - b. Exercise financial stewardship of the association.
 - d. Establish the fiscal year of the Association.
 - e. Establish and enforce the policies and procedures of the Association.
 - f. Perform other duties as prescribed by these Bylaws.

C. Meetings

1. Meetings of the Governing Board may be held either within or outside of the Commonwealth of Massachusetts upon not fewer than three (3) days notice to each Governing Board member. Neither the business to be transacted at, nor the purpose of, any meeting of the Governing Board need be specified in the notice of such meeting. Meetings of the Governing Board may be called by the President at any time and shall be called by the President or Secretary upon the written request of twenty-five (25) percent Governing Board members in office.
2. A majority of Governing Board members in office shall constitute a quorum for the transaction of business. The act of the majority of Governing Board members present at a meeting at which a quorum is present shall be the act of the entire Governing Board. If a quorum shall not be present at any meeting of the Governing Board, the Governing Board members present may adjourn the meeting, without notice other than announcement at the meeting of a new meeting time, until a quorum shall be present.
3. Any action required or permitted to be taken at a meeting of the Governing Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. All written or electronic consents shall be filed with the minutes of the Governing Board's proceedings.
4. Any one or more Governing Board member(s) may participate in a meeting of the Governing Board using technology that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

D. Vacancies

Vacancies to Governing Board positions will be filled based on procedures detailed in other sections of these Bylaws.

SECTION 2. Executive Board

A. Title, Terms, Commencement, and Qualifications

1. The Executive Board shall consist of the President, the Past President, the President-elect, the Vice-President, the Treasurer, the Treasurer-elect, and the Secretary.
2. Terms. The President, Vice-President, President-elect, Past President, and Treasurer-elect shall serve a term of one year. The Secretary and Treasurer shall serve terms of two years.
3. Commencement of Term. All Executive Board Members shall take office at the Annual Meeting or May 1 following the elections, whichever comes later.
4. Qualification. All Executive Board members must be voting members in good standing of NEACAC.

B. Duties

1. In between meetings of the Governing Board, the Executive Board shall have and may exercise all the powers and authority of the Governing Board in the management of the business and affairs of NEACAC, but excluding such powers and authority as may be limited by law or these Bylaws.
2. Make recommendations to the Governing Board on financial matters including the Association's budget including dues, fees, and other charges.
3. Actions by the Executive Board shall be reported in full to the Governing Board as soon as practical.

C. Vacancies

1. Vacancies to positions of the Executive Board will be filled based on procedures detailed in other sections of these Bylaws.

D. Meetings

1. The Executive Board shall meet at the call of the President or upon the written request of three officers.

ARTICLE VIII. COMMITTEES

SECTION 1. Titles

- A. The following standing committees shall be maintained, the chairs of which shall be appointed by the President- Elect, subject to the approval of the Governing Board: Admissions Practices, Nominating, and Finance. The Governing Board may create or dissolve

other standing or special committees as it deems necessary to carry out the work of the Association.

SECTION 2. Members

- A. The committee chairs shall each appoint committee members to their own committees, subject to the membership policies established by the Governing Board.

SECTION 3. Vacancies

- A. If there are vacancies on any standing committee, the committee chairs of that committee are permitted to advertise for and appoint eligible NEACAC members to their committees.

ARTICE IX. NOTICE

- A. Notice to members, officers, committee chairs or others shall be given either in writing or by electronic or other non-verbal notification in accordance with Massachusetts law.

Article X. EXECUTIVE ADMINISTRATOR

- A. The Executive Administrator may be employed or engaged by the Executive Board to conduct the business of NEACAC, to administer its office, keep all records and perform other duties as may be assigned by the Executive Board. The Executive Administrator's employment or dismissal and all matters related thereto shall require a majority vote of the entire Executive Board. The Executive Administrator shall attend Executive Board, the Governing Board and committees meetings as requested.

Article XI. DISCIPLINE

- A. Any member of the Association may be censured, suspended, or expelled by the Governing Board with an affirmative vote equal to two-thirds (2/3) of the entire Governing Board for failure to comply with the provisions of these Bylaws, the Statement of Principles of Good Practice, Association Policies, or for other good cause. Any member proposed for discipline shall be provided due process in accordance with policies and procedures approved by the Governing Board.

ARTICLE XII. PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern NEACAC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order NEACAC may adopt.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification

- A. NEACAC may indemnify anyone to the fullest extent allowed by Massachusetts law.

SECTION 2. Insurance

- A. The Governing Board may purchase and maintain insurance on behalf of anyone that the Governing Board wishes to indemnify against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not NEACAC would have the power to indemnify such person.

ARTICLE XIV. AMENDMENT OF BYLAWS

- A. These Bylaws may be amended by the voting members by a two-thirds vote at a meeting at which a quorum is present, provided that notice and the text of the proposed amendment (or amendments) shall have been provided to all voting members at least thirty days in advance of the meeting.