



## **BYLAWS OF THE WESTERN ASSOCIATION FOR COLLEGE ADMISSION COUNSELING**

### **ARTICLE I. NAME AND OFFICES**

1. The name of this organization is the Western Association for College Admission Counseling (hereinafter referred to as “WACAC” or the “Association”).
2. WACAC is an affiliate organization of the National Association for College Admission Counseling (hereafter referred to as NACAC), composed of college admission professionals and institutions from the states of California and Nevada.
3. The Association shall have such offices as may from time to time be designated by the Executive Board.

### **ARTICLE II. PURPOSE**

The purposes for which the Association is organized and operated are educational and charitable. The Association is a chartered regional affiliate of NACAC, and is an organization of institutions, organizations and individuals dedicated to serving students as they explore the options and make choices about pursuing post-secondary education. WACAC is committed to maintaining high standards that foster ethical and social responsibility among those involved in the transition process.

### **ARTICLE III. REGIONAL AFFILIATION**

1. The governing documents of WACAC shall, notwithstanding the requirements outlined Article IV, Section (2), remain consistent with NACAC’s governing documents. Within one (1) year after the adoption of any amendment to NACAC’s governing documents, WACAC shall review its governing documents and shall adopt any amendment required to maintain consistency with NACAC’s governing document.
2. As an association operating in the state of California, the Association’s governing documents will at all times comply with California law.
3. Any change in the geographical composition of WACAC shall be presented for approval to NACAC’s Board of Directors.

### **ARTICLE IV. MEMBERS**

#### **Section 4.01. Membership.**

1. Members shall support the purposes of both WACAC and NACAC.
2. The Association shall have two (2) classes of members: voting members (as defined in Section 4.01(3)) and non-voting members (as defined in Section 4.02). All references to “members” will refer collectively, to voting and non-voting members.
3. Voting Membership in the Western Association for College Admission Counseling shall be extended to the following eligible institutions and organizations located in California and Nevada and individuals who perform the majority of their professional duties in the region.
  - a) Any two- or four-year college or university that meets the following conditions:
    - (1) is a non-profit institution
    - (2) is accredited
    - (3) is approved by the Executive Board for membership
    - (4) maintains an educational facility or regional office in California or Nevada.
  - b) Any post-secondary educational system that meets the following conditions:
    - (1) all members of the system are not-for-profit institutions
    - (2) members of the system are approved by the Executive Board for membership
    - (3) the system maintains one (1) or more educational facilities in California or Nevada.
  - c) Any public or private secondary school or school district that meets the following conditions:
    - (1) the district and the schools within the district are non-profit
    - (2) is approved by the Executive Board for membership
    - (3) maintains one (1) or more educational facilities in California or Nevada.
  - d) Any organization, agency, or institution that satisfies the following conditions:
    - (1) the majority of the professional activity undertaken is educational in nature or provides services supporting students in the transition to higher education
    - (2) is approved by the Executive Board for membership
    - (3) is a non-profit organization as defined by state law and is located in California or Nevada.
  - e) Not-for-profit community-based organizations which provide services only to students at the state or local level on an on-going basis for:
    - (1) counseling
    - (2) admission
    - (3) financial aid.
  - f) Not-for-profit organizations whose primary activities consist of working to provide counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions:

- (1) at a multi-state level
- (2) at a national level
- (3) at an international level.

g) Any independent educational consultant or counselor who is self-employed or employed by a company providing post-secondary educational counseling and performs the majority of their duties within California or Nevada.

h) Any retired individuals within California or Nevada who were actively engaged in counseling or admission who are no longer working full time to provide counseling or admission services and whose membership has been approved by the Executive Board.

i) Persons who were employed at a voting member institution or organization during the current year or immediately preceding membership year who are no longer employed by any member or member-eligible institution.

#### **Section 4.02. Non-Voting Members.**

1. The Board may refer to persons associated with the Association who have no voting rights as “members” and adopt policies and procedures for the admission of such persons. Such persons are not “members” within the meaning of Section 5056 of the California Nonprofit Corporation Law. Non-Voting membership may be extended by vote of the Executive Board to:

a) Any individuals who provide admissions or counseling services for post-secondary education and are employed by non-profit organizations or institutions located outside of California or Nevada.

b) Any individuals who are employed by for-profit organizations, agencies, or institutions providing counseling or admission services for post-secondary education located in any area.

c) Students seeking careers in counseling or admission, with this membership renewable annually for a maximum of two (2) years.

d) For profit institutions or agencies located within California and Nevada which provide counseling or admission services for post-secondary education.

#### **Section 4.03. Recognition of Membership.**

1. To be approved for membership a qualifying individual shall be required to:

a) File a completed application with the Membership Chair.

b) Be approved for membership under procedures approved by two-thirds (2/3) vote of the Executive Board.

c) Pay the dues applicable in accordance with Section 4.04 of these Bylaws.

2. Membership shall be recognized by email to the applicant from the Membership Chair and the President of this Association, and each applicant shall be listed on the WACAC membership roster.

#### **Section 4.04. Membership Dues.**

1. Any change in the annual dues of WACAC shall be determined by the Executive Board and approved by a majority of the voting members present at a Membership Meeting or by a majority of voting member ballots returned in an electronic ballot.

2. Dues may vary between voting and nonvoting members and between and within the different

types of members designated in Article III of these Bylaws.

#### **Section 4.05. Termination of Membership.**

1. **Cause for Expulsion, Suspension, or Termination.** Membership in WACAC may be expelled or suspended or a member's membership rights may be terminated by action of the Executive Board, in good faith and according to fair and reasonable procedures, if the Board determines that either:

- a) The member fails to maintain status as a member under Article IV of these Bylaws.
- b) The member fails to pay annual dues (when required) within 60 days after the beginning of the new membership year.
- c) The member's conduct or act violates the purpose and mission of the Association, these Bylaws, or the Association's policies.

2. **Notice Requirements.** The Executive Board shall provide written notice to the member of the member's expulsion, suspension, or termination and the reasons thereof. The notice shall be given fifteen (15) days before the effective date of such expulsion, suspension, or termination. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown in the Association's records.

3. **Member Hearing.** Any member who receives notice of such member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of expulsion, suspension, or determination. Such hearing shall be before the Executive Board or any other such person or committee authorized to decide that the expulsion, suspension, or termination not take place.

4. **Member Obligations.** Expulsion, suspension, or termination shall not relieve the affected member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

5. **Member Appeal of Expulsion, Suspension, or Termination of Membership.** Expelled, suspended, or terminated members have thirty (30) days to appeal the expulsion, suspension, or termination of membership to the Executive Board which shall review the appeal and take action within thirty (30) days of receipt of the appeal.

#### **Section 4.06. Resignation.**

1. A member may resign from membership at any time. This Section 4.06 shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. This Section 4.06 shall not diminish any right of the Association to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

### **ARTICLE V. MEMBERSHIP MEETINGS**

#### **Section 5.01. Annual and Regular Meetings.**

1. The annual meeting of the members shall be held at least once a year upon the call of the Executive Board, prior to which members shall elect the directors via electronic ballot and transact such other business as may come before the meeting. Regular meetings of the members shall be held at such times and places as determined by the Board, by resolution, or as specified in the notice of the meeting.

### **Section 5.02. Special Meetings.**

Special meetings of the members shall be held whenever called by resolution of the Board or the President, or by a written demand to the Secretary by five percent (5%) of the members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

### **Section 5.03. Place of Meetings.**

1. Member meetings may be held at any place within or without the State of California, or virtually by means of online technology, that is designated in the notice of the meeting.
2. The place of the meeting shall be determined by the Executive Board.
3. Members may participate in a meeting by means of conference telephone, video conference, or other electronic means of communication by which all persons participating in the meeting can simultaneously hear or communicate. Such participation shall constitute presence in person at the meeting.

### **Section 5.04. Notice of Meetings.**

1. Notice shall be given to each member at their email of record as it appears on the records of the Association, given by the member for purposes of notice.

### **Section 5.05. Timing of Notice.**

1. Notice of any annual or regular meeting shall be sent at least twenty-one (21) days in advance of the meeting.

### **Section 5.06. Content of Notice.**

1. The notice shall state:
  - a) The place or mode, date, and time of the meeting;
  - b) The means of electronic transmission, if any, by which members may participate in the meeting;
  - c) In the case of a special meeting, the general nature of the business to be transacted;
  - d) In the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and
  - e) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

### **Section 5.07. Quorum and Action of the Members.**

1. One-tenth (1/10) of the eligible voting members of WACAC shall constitute a quorum for voting purposes.

### **Section 5.08. Voting.**

1. Each voting member shall be entitled to one (1) vote on each matter submitted to a member vote.
2. Only voting WACAC members who are in good standing on the day of any Membership Meeting or on the day an electronic ballot is sent may be entitled to vote on matters presented to the membership for action at the Membership Meeting or on the electronic ballot. Each voting member so entitled to vote shall have one vote on each matter presented for consideration. Voting members shall not be entitled to vote by proxy.
3. The voting membership shall have full responsibilities, unless specifically delegated to the Executive Board, to:

- a) Elect the officers of WACAC based on the slate presented by the Governance and Nominations Committee.
- b) Approve any changes in the dues set forth by the Executive Board.
- c) Approve any changes in the Bylaws of the Association.

## **ARTICLE VI. THE EXECUTIVE BOARD**

### **Section 6.01. Powers.**

1. The Executive Board shall, except as otherwise provided herein, act for and have and exercise the authority of the membership in directing the affairs of WACAC between regular Membership Meetings. The Executive Board shall at all times act in accordance with the procedures stated within the Bylaws and mission of WACAC. Specifically, the Executive Board shall:

- a) Approve application procedures for membership in WACAC.
- b) Establish special committees to respond to WACAC's needs and appoint chairs thereof.
- c) Exercise those powers and responsibilities delegated to it by the membership.
- d) Review appeals for termination of membership and/or termination of elected office and make decisions within a 30-day period.
- e) Approve the Annual Budget (July 1 – June 30) for the Association as set forth by the Treasurer in consultation with the Strategic Oversight Committee.

2. The Executive Board may:

- a) Amend Bylaws by a two-thirds (2/3) vote of the Entire Executive Board, provided, that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Executive Board. The Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.

### **Section 6.02. Number of Directors.**

1. The authorized number of directors of the Association shall not be less than one (1) nor more than fifty (50); provided that the minimum number or maximum number, or both, may be increased or decreased from time to time by resolution of the Executive Board, but such action by the Executive Board shall require a vote of a majority of the Entire Executive Board (as defined in Section 6.03 herein) and the approval of the members. No decrease shall shorten the term of any director then in office. The exact number of authorized directors shall be fixed, within the limits set forth in this Section, by resolution of the Executive Board.

2. The Executive Board shall consist of the following positions:

- a) President (elected for a three-year term in the office of the President—succeeds to Past President);
- b) President-Elect (elected for a three-year term in the office of the President—succeeds to President);

- c) Past President and Chair of the Governance and Nominations Committee (elected for a three-year term in the office of the President);
- d) Treasurer (elected for a three-year term);
- e) Secretary (elected for a three-year term);
- f) Membership Delegates (elected and appointed for a two-year term)
- g) Chairs of all Standing Committees (appointed by the President for a three-year term);
- h) Managing Director (non-voting member; appointed by the Strategic Oversight Committee, renewed annually).

**Section 6.03. Entire Executive Board.**

1. As used in these Bylaws, the term “Entire Executive Board” shall mean the total number of directors then in office.

**Section 6.04. Qualification of Directors.**

1. Individuals considered by the Governance and Nominations Committee for candidacy for any one (1) of the five (5) elected offices must be voting members of NACAC and WACAC.
2. Candidates for the office of Delegate must be voting members of WACAC by January 30 of the membership year prior to taking office.
3. Each director shall be at least 18 years of age.
4. Members of the Executive Board shall be entitled to full membership privileges in all Membership Meetings.

**Section 6.05. Election and Term of Office.**

1. Officers and Membership Delegates shall be elected by electronic ballot to the Executive Board prior to the annual meeting of the members.
2. Presentation and election of candidates shall occur by electronic ballot no later than 30 days prior to the opening date of the annual spring conference.
3. Write-in nominations are in order.
4. Election decisions shall be determined by a simple majority of ballots returned within 14 calendar days of the date of distribution of the electronic ballot.
5. Membership in WACAC is required to vote for the WACAC President-Elect.
6. The terms of newly elected officers shall begin at the conclusion of the Annual Membership Meeting.
7. No person shall hold elected national and regional offices simultaneously.
8. No individual on the Board, excepting the Managing Director and Technology Coordinator, may serve for more than two (2) consecutive terms.

**Section 6.06. Newly Created Directorships and Vacancies.**

1. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or

removal of a director, may be filled at any meeting of the Executive Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so selected shall serve until the next Annual Conference Membership Meeting and until such director's successor is selected and qualified.

2. An unexpired term of the WACAC President shall be completed by the President-Elect who may, subject to their availability and approval by majority vote of the Executive Board, serve the normal term of the President.

3. The balance of an unexpired term of any other WACAC officer shall be filled from the persons eligible by an appointment of the President, subject to the approval by majority vote of the Executive Board.

4. The Executive Board may vote to terminate the office of any elected WACAC official. Should the person wish to appeal that decision, they have 30 days to submit an appeal to the Executive Board. The Executive Board shall reach a decision within 30 days of the submission of that appeal.

#### **Section 6.07. Appointments.**

1. The President, after consultation with the President-Elect, Past President, and relevant Committee Chair(s), appoints standing and ad hoc Committee Chairs subject to approval of the Executive Board.

2. The Executive Board approves the appointment of the Managing Director and any other consultants or employees of the Association upon recommendation of the President.

#### **Section 6.08. Removal and Resignation.**

1. Any officer may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President.

2. Officers may be removed from office for:

- a. Non-attendance at Strategic Oversight Committee or Executive Board meetings.
- b. Non-contribution or non-performance.
- c. Unethical or illegal activity.
- d. Unprofessional behavior or behavior unbecoming of a member.

3. Officers may be removed from office by a two-thirds (2/3) vote of the voting members of the Executive Board. Should the person wish to appeal that decision, they have thirty (30) days from the date of the Executive Board vote to move to submit an appeal to the Executive Board. The Executive Board shall reach a decision within thirty (30) days of receipt of that appeal.

4. The Managing Director or any other employee or consultant may be removed from service at any time by the Executive Board.

#### **Section 6.09. Meetings.**

1. The Executive Board shall meet quarterly, and other times at the direction of the President.

2. Members of the Executive Board are encouraged to participate in a meeting in person whenever possible. Members of the Executive Board may participate in a meeting by means of conference telephone, video conference, or other electronic means of communication by which all persons participating in the meeting



can simultaneously hear or communicate with each other. Such participation shall constitute presence in person at the meeting.

## **ARTICLE VII. DUTIES, RESPONSIBILITIES, POWERS, AND TERMS OF EXECUTIVE BOARD OFFICERS**

### 1. The President of WACAC shall:

- a) Call, preside over, and prepare the agenda for meetings of the Executive Board.
- b) Call and preside over any meetings of the membership.
- c) Serve as an ex officio member of all WACAC committees.
- d) Assume other responsibilities as directed by the membership, the Executive Board.
- e) Serve as primary liaison with NACAC.
- f) Serve a one-year term and succeed to the office of Past President.
- g) Appoint standing Committee Chairs, after consultation with the President-Elect and Past President.
- h) Serve as Co-Chair of the Strategic Oversight Committee.

### 2. The President-Elect of WACAC shall:

- a) Consult with the President on the appointment of standing Committee Chairs.
- b) Serve as a liaison with NACAC.
- c) Serve a one-year term and succeed to the Office of the President.
- d) Serve as a member of the Strategic Oversight Committee.
- e) Serve on the Committee for the Annual Conference.

### 3. The Past President of WACAC shall:

- a) Serve as Chair of the Governance and Nominations Committee.
- b) Serve as a member of the Strategic Oversight Committee.
- c) Serve as liaison with the Past Presidents' Council.

### 4. The Treasurer of WACAC shall:

- a) Be responsible for all financial records of the Association.
- b) Report the financial condition and results of operations of WACAC to the Executive Board and membership at each meeting.
- c) Be responsible for the payment of all bills of the Association.
- d) Oversee the audit of the financial statements of WACAC.
- e) With members of the Strategic Oversight Committee, select an appropriate accounting firm to serve the organization, submit the firm for approval to the Executive Board, and serve as the primary liaison with the firm.

f) Serve as Co-Chair of the Strategic Oversight Committee.

5. The Secretary of WACAC shall:

a) Assume responsibilities for recording and reporting the minutes of all Executive Board and Membership Meetings.

b) Serve as historian of the Association.

## **ARTICLE VIII. STANDING COMMITTEES**

1. There shall be the following standing committees:

a) Admission Practices Committee

b) College Fair Committee

c) Communications Committee

d) Conference Committee

e) Development Committee

f) Governance and Nominations Committee

g) Government Relations Committee

h) Inclusion, Diversity, Equity and Access Committee

i) Inter-Association Committee

j) Membership Committee

k) Nevada Interests Committee

l) Professional Development Committee

m) Strategic Oversight Committee

n) Transfer Advocacy Committee

o) Past Presidents' Council

p) Membership Delegate Council

2. The duties and responsibilities of these committees shall be outlined in the Association Policies and Procedures Manual.

## **ARTICLE IX. CALLING OF MEETINGS**

1. The President of WACAC shall:

a) Annually call any Membership Meeting at least twenty-one (21) days prior to the scheduled meeting by electronic notification.

b) Call special meetings of the membership upon majority vote of the Executive Board and give two (2) weeks advance notice to the membership. Each such notice of a special meeting shall state the purposes for which the meeting is called.

c) Call the Executive Board for regular meetings formally five (5) times per year and shall call a special meeting of the Executive Board at the request of any four (4) Executive Board members.

#### **ARTICLE XI. PARLIAMENTARY AUTHORITY**

1. The latest edition of Robert's Rules of Order shall govern all matters of WACAC not governed by these Bylaws.

#### **ARTICLE XII. AMENDMENTS**

1. The Articles of Incorporation and Bylaws may be amended by the voting members through electronic ballot. A two-thirds (2/3) affirmative vote on the ballots returned by the stated return date constitutes the decision to change amendments.

2. Bylaws may be amended by a two-thirds (2/3) vote of the Entire Executive Board, provided, that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Executive Board. The Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.

3. Article VIII in the Articles of Incorporation shall not be subject to amendment.

4. A four-fifths (4/5) affirmative vote of the quorum is required for amendments to these Articles and Bylaws not distributed to the membership two (2) weeks prior to a General Meeting.

#### **ARTICLE XIII. ADOPTION OF ARTICLES AND BYLAWS**

1. A two-thirds (2/3) vote of approval by the voting members of WACAC through is required for adoption of these Articles of Incorporation and Bylaws.

#### **ARTICLE XIV. MONITORING OF BYLAWS**

1. WACAC recognizes the need to monitor consistency annually with the governance documents of NACAC. This will be done prior to the Annual Membership Meeting in accordance with guidelines provided by NACAC.

*(Amended and restated, May 2023)*