

PENNSYLVANIA ASSOCIATION OF COUNCILS OF TRUSTEES (PACT)

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. Name and Location. The Pennsylvania Association of Councils of Trustees shall be known as PACT. The organization shall be located at the Dixon University Center in Harrisburg.

Section 2. Purpose. The primary purpose of the Pennsylvania Association of Council of Trustees (PACT) is to educate trustees on national trends in higher education, to apprise trustees of issues facing the State System and establish a network of trustees to convey trustees' view to the Chancellor and Board of Governors, to provide professional development opportunities to trustees in order to enhance their service to the State System, and to inform and update trustees about academic programs and administrative policies of the 14 State System universities.

ARTICLE II – MEMBERSHIP

Section 1. Membership. The membership of PACT shall consist of persons who serve as incumbent trustees of the following constituent institutions:

Bloomsburg University of Pennsylvania
California University of Pennsylvania
Cheyney University of Pennsylvania
Clarion University of Pennsylvania
East Stroudsburg University of Pennsylvania
Edinboro University of Pennsylvania
Indiana University of Pennsylvania
Kutztown University of Pennsylvania
Lock Haven University of Pennsylvania
Mansfield University of Pennsylvania
Millersville University of Pennsylvania
Shippensburg University of Pennsylvania
Slippery Rock University of Pennsylvania
West Chester University of Pennsylvania

The Chair of the Board of Governors and the Chancellor shall serve as ex-officio members of PACT,

ARTICLE III – OFFICERS

Section 1. **Officers, Elections.** The officers of PACT shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, all of whom shall be members of PACT and all of whom shall be elected at the annual meeting of PACT. The annual meeting of PACT shall be the Spring Conference. Officer elections will take place in even-numbered years, beginning in 2014.

Section 2. **Term of Offices.** The President, First Vice President and Second Vice President shall be limited to one two-year term. The Secretary and Treasurer shall be elected for a term of two years and shall be eligible for election to succeed themselves in office.

All terms shall extend from July 1 to June 30.

If a vacancy occurs in the office of President, the Executive Board shall ask the First Vice President to fill the unexpired portion of the President's term. If the First Vice President is unable to fill the unexpired portion of the President's term, then the Executive Board shall ask the Second Vice President. If neither agrees to fill the vacant position, then the members of the Executive Board shall elect a person to fill the vacant position. A person so appointed, or elected, shall hold the office for the remainder of the unexpired term and shall be eligible to be a candidate for the position at the next election of a two-year term.

If a vacancy occurs in the office of First Vice President, the Executive Board shall ask the Second Vice President to fill the unexpired portion of the First Vice President's term. If the Second Vice President is unable to fill the unexpired portion of the First Vice President's term, then the members of the Executive Board shall elect a person to fill the vacant position. A person so appointed, or elected, shall hold the office for the remainder of the unexpired term and shall be eligible to be a candidate for the position at the next election of a two-year term.

If a vacancy occurs in the office of the Second Vice President, the members of the Executive Board shall elect a person to fill the vacant position. A person so elected shall hold the office for the remainder of the unexpired term and shall be eligible to be a candidate for the position at the next election of a two-year term.

If a vacancy occurs in either the position of Secretary or Treasurer, the members of the Executive Board shall elect a person to fill the vacant position(s). A person so elected shall hold the office for the remainder of the unexpired term and shall be eligible to be a candidate for the position at the next election of a two-year term.

If an officer fails to fulfill the responsibilities and requirements of his/her office, that officer can be removed by a majority vote of the members of the Executive Board.

Section 3. **President.** The President shall be the Chief Executive Officer of PACT. He/she shall preside over all meetings and shall exercise all powers and duties usually incident to the office of President. The President shall appoint all committees of PACT, as well as the chairperson thereof.

Section 4. **First Vice President.** The First Vice President shall, during an absence of the President, perform the duties and exercise the powers of the President.

Section 5. **Second Vice President.** The Second Vice President shall, during an absence of the President and the First Vice President, perform the duties and exercise the powers of the President.

Section 6. **Secretary.** The Secretary shall prepare for the permanent record of PACT Executive Board meetings and business meetings. If the Secretary is not present, the President shall appoint another Executive Board member or System staff member to fulfill the responsibilities of the position.

Section 7. **Treasurer.** The Treasurer shall have the duty to deposit all funds of PACT in a duly licensed Commonwealth of Pennsylvania or National Banking Institution and shall have the further duty of advising the members of the Executive Board as to the name and address of such depository. The account shall be designated the "Pennsylvania Association of Councils of Trustees Account." All disbursements from the account shall require the signature of the Treasurer as well as the signature of the President or First Vice President, as needed. The Treasurer shall have the further duty of reporting to the Executive Board and to the PACT membership on the financial condition of PACT at the annual meeting.

The Treasurer shall engage the services of a Certified Public Accountant, who is not a member of the Executive Board, to conduct an annual audit and to prepare and file, in a timely manner, any reports required by federal, state and other government units and to report to the Treasurer on the fulfillment of auditing and filing responsibilities.

ARTICLE IV – EXECUTIVE BOARD

Section 1. **Membership.** The Executive Board shall consist of one member duly appointed by the Chairperson of each Council of Trustees of the fourteen (14) universities of the State System of Higher Education. A member of the Executive Board shall remain as such as long as he/she is a trustee or has not been replaced by the Chairperson of the Council of Trustees of the respective university, with notice thereof given to the President of PACT.

If an Executive Board member does not attend meetings, either in person or by conference call, and does not otherwise fulfill the duties of an Executive Board member, the President of PACT shall recommend to the Council Chairperson of the respective university that a new representative be appointed.

In the event of a vacancy due to the resignation or non-reappointment of an Executive Board member, the President of PACT shall request, by letter or electronic transmission to the Council Chairperson of the respective university, that a new representative be appointed.

Section 2. **Duties.** The business affairs of PACT shall be governed by the fourteen-member Executive Board. The Executive Board shall serve as a planning committee and shall be responsible for the preparation of programs and agendas for all meetings of PACT. The President shall appoint a committee of the Executive Board for such purposes. All actions of the committees shall be reported to the Executive Board, and if action is needed, a majority vote of the Executive Board shall follow.

Section 3. **Committees.** The President shall designate all Board committees. Members of committees shall serve until replaced by the President. Committees shall report their findings and/or recommendations to the Executive Board members for appropriate action. The President shall dismiss a committee when final action has been reported and has terminated the need for that committee.

Section 4. **Power to Make Appointments.** The Executive Board shall have the power to appoint and fix the compensation of such temporary staff as it may deem necessary for the transaction of business of PACT.

Section 5. **Compensation.** The Executive Board shall serve without compensation except to the extent of reimbursement of reasonable expenses incurred in the furtherance of PACT's business.

- A. **Lodging.** Reimbursement for lodging connected to PACT business will be at the negotiated rate for the Conference Hotel or a maximum of \$125.00 per night for other PACT business. Self-parking will be covered; however miscellaneous charges will be the responsibility of the individual. The current conference structure is designed to allow for one night of reimbursable accommodations for each trustee.
- B. **Travel.** Reimbursement per mile for personal automobile travel from the Pennsylvania home or office will be in accordance with the U.S. General Services Administration (GSA) allowance. Tolls will be reimbursed for travel to and from the conference or PACT business site. Board members traveling by any other conveyance (bus, taxi, air) will be reimbursed based on the personal auto mileage calculation.
- C. **Other Expenses.** Reimbursement for other expenses e.g.(meals not available at the conference), will be limited to \$25 per day.
- D. **Request for Reimbursement.** Requests for travel reimbursement must be submitted on the "*Travel Reimbursement Request Form*" and submitted within thirty (30) days of the event.

Section 6. **Proxy.** Any member of the Executive Board not able to personally attend a duly authorized meeting of the Board shall have the right to utilize a proxy as follows: The member of the Executive Board shall designate a member of his or her respective

Council of Trustees as his or her proxy. Notice of the appointment of a proxy by a member of the Executive Board shall be given in writing or electronic transmission to the PACT President and the Chairman of the Council of Trustees at the respective university. The proxy must be delivered to the PACT President and Chairman before the meeting of the Executive Board for which the proxy is to be utilized.

ARTICLE V – FINANCES

Section 1. **Fiscal Year.** The fiscal year of PACT shall conform to that of the constituent institutions (July 1 – June 30).

Section 2. **Budget.** The Treasurer shall prepare and propose an annual budget to be approved by a majority vote of the Executive Board. Once approved by the Executive Board, a report shall be given at the annual meeting.

Section 3. **Audit.** A Certified Public Accountant shall be retained by the Treasurer to conduct an annual audit and to prepare and file, in a timely manner, any reports required by federal, state and other government units and to report to the Treasurer on the fulfillment of auditing and filing responsibilities. The costs incurred by such retention shall be paid by PACT.

Section 4. **Dues.** Dues shall consist of an annual assessment of each constituent institution as recommended by the Treasurer and approved by the Executive Board.

ARTICLE VI – MEETINGS

Section 1. **Conferences.** PACT will conduct two professional development conferences each year; one in the Spring, to be designated as the Annual Conference, and one in the Fall. The Annual Conference shall be held not later than May 31st of each calendar year. Locations will be selected by the Executive Board.

All trustees of the constituent institutions shall be invited to attend and participate in discussion for all PACT professional development conferences.

Conferences must include a Business Meeting and may include meetings of the Executive Board members and Council Chairpersons, student trustees and other student leaders, and Executive Assistants from the fourteen universities.

The election of officers will occur at the Business Meeting held during the Annual Conference that falls in an even-numbered year.

Section 2. **Executive Board Meetings.** Meetings of the Executive Board may be called by the President at any time or may be called by the Secretary upon receipt by the Secretary of a written request from the majority of members of the Executive Board. In convening a meeting, written notice shall be addressed by first class mail and/or electronic transmission to each member at least ten days before the date of the

meeting. Any meeting called pursuant to the terms of this Section shall be held at a location determined by the President.

Section 3. **Other Meetings.** Recommendations of other meetings, e.g., new trustee training, may be discussed and implemented by the members of the Executive Board.

ARTICLE VII – QUORUM AND VOTING

Section 1. **Quorum.** At all duly constituted meetings of the Executive Board , a quorum is established when a majority of the Executive Board members are present

Section 2. **Voting.** *PACT.* At all meetings of PACT, each attending university shall designate one attendee thereof as the individual entitled to one vote in behalf of the university, said vote having been determined by a majority of those trustees present from the university and shall be counted as one vote.

The Executive Board. At all meetings of the Executive Board, each attending member of the Board shall be entitled to one vote. PACT President shall be entitled to vote only to break a tie. A simple majority of those voting is required for determining the outcome of a vote.

ARTICLE VIII – AMENDMENTS, RULES OF ORDER

Section 1. **Amendments.** These by-laws may be amended by a majority vote of members of the Executive Board. Any amendment to the by-laws requires a thirty (30) day notice to the executive board.

Section 2. **Rules of Order.** Except when in conflict with the by-laws, *Robert’s Rules of Order* shall be followed in meetings of PACT and of the Executive Board.

Section 3. **Review.** Bylaws shall be reviewed on a periodic basis as shall be determined by the President. Such review will be conducted by a committee of the Executive Board, which shall be appointed by the President

ARTICLE IX – RECOGNITION AND AWARDS

Section 1. Periodically, members of the Executive Board at a duly constituted meeting may recommend the presentation of awards for outstanding service to PACT and System.

Approved by PACT: November 4, 1994.

Amended and approved by PACT: October 17, 2003

Amended and approved by PACT: May 1, 2008

Amended and approved by PACT: March 31, 2016