

PENNSYLVANIA ASSOCIATION OF COUNCILS OF TRUSTEES (PACT)

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. **Name and Location.** The name of this non-profit Association will be the Pennsylvania Association of Councils of Trustees and shall be known as PACT, which was incorporated as a non-profit corporation in the Commonwealth of Pennsylvania on January 6, 1992.

Section 2. **Primary Purposes.** The primary purpose of PACT is: to foster, improve and promote interest in and support of the 14 universities of the State System of Higher Education, to assist in planning and implementing the Commonwealth's policy of providing higher educational opportunities for Pennsylvania citizens, to apprise trustees of issues facing the State System and establish a network of trustees to convey trustees' views to the Chancellor and Board of Governors and to inform and update trustees about academic programs and administrative policies of the 14 State System universities in order to share best practices

ARTICLE II – MEMBERSHIP

Section 1. **Membership.** The membership of PACT shall consist of persons who are 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, non-voting 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.

Section 2. **Annual Meeting.** The annual meeting of PACT shall be the Spring Conference during which officer elections will take place in even-numbered years, beginning in 2014.

Section 3. **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 appoint the First Vice President to fill the unexpired portion of the President's term. If the First Vice President is unable or unwilling to fill the unexpired portion of the President's term, then the Executive Board shall appoint the Second Vice President. If the Second Vice President is unable or unwilling to fill the vacant position, then the members of the Executive Board shall elect a State System trustee 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 appoint the Second Vice President to fill the unexpired portion of the First Vice President's term. If the Second Vice President is unable or unwilling to fill the unexpired portion of the First Vice President's term, then the members of the Executive Board shall elect a State System trustee 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 Executive Board shall elect a State System trustee 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 the position of either Secretary or Treasurer, the Executive Board shall elect a State System trustee 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, the Executive Board by majority vote of its members, may remove the officer.

Section 4. **President.** The President shall be the Chief Executive Officer of PACT and shall serve as the liaison with the State System Board of Governors. 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 chairpersons thereof. The duties of the President may be carried out with assistance from the State System, but responsibility for the effective execution of the duties rests with the President.

Section 5. **First Vice President.** The First Vice President shall, during an absence or unwillingness or inability to serve of the President, perform the duties and exercise the powers of the President. The First Vice President and Second Vice President shall be responsible to co-chair the Planning Committee for the PACT Annual Conference and additional conferences as authorized by the PACT Executive Board.

The duties of the First Vice President may be carried out with assistance from the State System, but responsibility for the effective execution of the duties rests with the First Vice President.

Section 6. **Second Vice President.** The Second Vice President shall, during an absence or unwillingness or inability to serve of the First Vice President, perform the duties and exercise the powers of the First Vice President. The First Vice President and Second Vice President shall be responsible to co-chair the Planning Committee for the PACT Annual Conference and additional conferences as authorized by the PACT Executive Board. The Second Vice President shall also, during an absence or unwillingness or inability to serve of the Secretary, perform the duties of the Secretary.

The duties of the Second Vice President may be carried out with assistance from the State System, but responsibility for the effective execution of the duties rests with the Second Vice President.

Section 7. **Secretary.** The Secretary shall:

- (a) prepare and distribute to the Executive Board and sign the approved minutes of PACT Executive Board meetings and business meetings;
- (b) retain minutes and records of the meetings;
- (c) keep a register or roll of members;
- (d) send notices of all meetings;
- (e) notify Executive Board and PACT members of appointments to the Executive Committee;
- (f) sign, with the President, all actions of PACT;

In the Secretary's absence or inability or unwillingness to fulfill the obligations of Secretary, the Second Vice president shall temporarily fulfill the duties of the Secretary. If both the

Secretary and the Second Vice President are absent from a meeting or are unwilling or unable to serve, the President shall appoint another Executive Board member or State System staff member to temporarily fulfill the obligations of the position.

The duties of the Secretary may be carried out with assistance from the State System, but responsibility for effective execution of the duties rests with the Secretary.

Section 8. **Treasurer.** The Treasurer shall have the duty to deposit all funds of PACT in a duly licensed Commonwealth of Pennsylvania or National Banking Institution approved by the PACT Executive Board. The account shall be designated the "Pennsylvania Association of Councils of Trustees Account." All disbursements from the account shall require the signature of both the Treasurer and President or First Vice President. 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. The Treasurer shall certify the preparation and filing of an annual audit and federal, state and local reports by the Certified Public Accountant.

The duties of the Treasurer may be carried out with assistance from the State System, but responsibility for effective execution of the duties rests with the Treasurer.

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 Chair 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 telephonically or 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 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 authorization is required a vote of a majority of the Executive Board shall indicate as such.

Section 3. **Committees.** PACT shall have the following Standing Committees:

Annual Conference Planning Committee, which will be responsible to plan, coordinate and implement the PACT Annual Conference.

Nominating, Committee, which will be responsible for making a recommendation to the PACT Executive Board of a slate of officers to fill the positions of President, First Vice President, Second Vice President, Secretary and Treasurer to be elected in even numbered years.

Advocacy Committee, which will be responsible for the identification, articulation and dissemination of issues and corresponding talking points and documentation to be promoted by the trustees locally and throughout the Commonwealth.

Governance Committee, which will be responsible for identifying, developing and recommending procedural and policy changes at both Pennsylvania Council of Trustees (PACT) and Council of Trustees (COT) levels that improve operation(s) and governance for the Pennsylvania State System of Higher Education, including the facilitation of trustee accountability and recruitment documents, identifying best practices for State System Student Trustees and annual review of the trustee handbook.

The President shall have the authority to designate additional Board committees and members, as needed to achieve the purposes of PACT. Members of committees shall serve until replaced by the President. Committees shall report their findings and/or recommendations to the Executive Board for appropriate action. The President shall dismiss a non-standing 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, in accordance with State System Policy 1986-07-A: Travel Regulations or successor regulations related to travel and travel expense 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 Chair of the Council of Trustees at the respective university. The proxy must be delivered to the PACT President and Chair 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 be 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. After approval by the Executive Board, a report on the annual budget 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 local government units and to report to the Treasurer on the fulfillment of auditing and filing responsibilities. Costs incurred for such services and filings shall be paid by PACT.

Section 4. **Dues.** PACT 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 at least one professional development conferences each year; one in the Spring, to be designated as the Annual Conference, and others as approved by the Executive Board to meet the needs of the State System trustees and the purposes of PACT. 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 and State System Council of Trustees 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 with ten days' written notice by first-class mail or electronic transmission to each Executive Board member or may be called by the Secretary with ten days' written notice by first-class mail or electronic transmission to each Executive Board member, upon receipt by the Secretary of a written request from the majority of members of

the Executive Board. Any meeting called pursuant to the terms of this Section shall be held telephonically using a toll-free number or in person at a location determined by the President.

Section 3. **Other Meetings.** Recommendations for 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.**

(a) *PACT.* At all meetings of PACT, each attending university shall designate one attendee thereof as the individual entitled to one vote on 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.

(b) *The Executive Board.* At all meetings of the Executive Board, each attending member of the Board shall be entitled to one vote. The 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 or the State System.

ARTICLE X—DISSOLUTION

After a 30-day notice, the PACT may be dissolved on a vote of two-thirds of the PACT Executive Board. In the event of dissolution, winding up or liquidation of the PACT, the PACT Executive Board shall, after payment of all liabilities and commitments of the PACT, distribute such remaining assets to the State System of Higher Education or successor entity.

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
Amended and approved by PACT: September 9, 2019