

## **Hawai`i Association for College Admission Counseling**

### **BYLAWS OF THE HAWAI'I ASSOCIATION FOR COLLEGE ADMISSION COUNSELING**

#### **ARTICLE I. NAMES AND OFFICES**

1. The name of this organization is the Hawai`i Association for College Admission Counseling (hereinafter referred to as "HACAC")
2. HACAC shall have such offices as may from time to time be designated by the Executive Board.

#### **ARTICLE II. PURPOSE**

The purposes for which HACAC is organized and operated are educational and charitable. HACAC is an organization of institutions, organizations and individuals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. HACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

#### **ARTICLE III. MEMBERSHIP**

1. Membership in HACAC is a privilege made available to eligible institutions, organizations and individuals.
2. Members shall support the purposes of HACAC and the National Association for College Admission Counseling (NACAC).
3. Criteria and qualifications for each category of voting and non-voting members shall be set forth in these Bylaws and in the policies and procedures approved by the HACAC Executive Board.
4. Members shall support the purposes, goals and objectives of the National Association for College Admission Counseling (NACAC) as stated in the articles of incorporation and the NACAC Guide to Ethical Practice in College Admission.
5. Voting members, institutions and organizations must be located in Hawai`i; individual voting members must work for institutions or organizations in Hawai`i or perform the majority of their professional duties in Hawai`i and include the following:
  - a. Educational Institutions
    - i. Not-for-profit two- and four-year colleges, universities and other post-secondary institutions, accredited in accordance with policies and procedures approved by the Board of Directors.
    - ii. Primary and secondary schools listed in resources approved by the Board of Directors.
    - iii. Not-for-profit primary and secondary school districts and college and university systems.
  - b. Organizations
    - i. Not-for-profit community-based organizations which provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis.
    - ii. Not-for-profit organizations whose primary activities consist of working on a multi-state, national or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.
  - c. Individuals
    - i. Persons employed by voting member institutions and organizations whose professional activities consist primarily of counseling, admission, or financial aid services.
    - ii. Independent educational consultants or counselors who are self-employed or employed by a company providing counseling, admission, or financial aid services to students and/or their parents.
    - iii. Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
    - iv. 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.

6. Only voting HACAC members who are in good standing on the day of any General Membership Meeting shall be entitled to vote on matters presented to the membership for action at such General Membership Meetings. Each member so entitled to vote shall have one vote on each matter presented for consideration. Members shall not be entitled to vote by proxy.
7. Nonvoting membership may be extended, upon satisfaction of such criteria may be established from time to time by the Executive Board to:
  - a. Individuals, institutions, organizations and agencies outside the State of Hawai`i who would satisfy one of the criteria for membership in section 5 of this article.
  - b. College students seeking careers in counseling, admission, or financial aid services, renewable annually, and thereafter only at the discretion of the Executive Board upon review of membership application.

#### ARTICLE IV. APPROVAL RECOGNITION AND TERMINATION OF MEMBERSHIP

1. To be approved for membership a qualifying individual, organization, agency, or institution, shall be required to:
  - a. File a completed membership application with the Membership Chairperson.
  - b. Be approved for membership by the Executive Board.
  - c. Pay the dues applicable in accordance with Article V of these Bylaws.
2. Approval of membership shall be recognized by mail, electronic transmission, facsimile or other reasonably acceptable method from the Membership Chairperson and/or the President of this corporation. Each approved applicant shall be listed on the HACAC membership roster. Notice of such approval and membership shall be distributed in appropriate fashion to the general membership.
3. Membership in HACAC may be terminated by action of the Executive Board for:
  - a. Failure to maintain status as an individual, organization, agency, or institution under Article I of these Bylaws.
  - b. Failure to pay annual dues within 60 days after September 1 of each year.

#### ARTICLE V. DUES

1. The annual dues of HACAC shall be determined by the Executive Board.
2. Dues may vary between voting and nonvoting members and between and within the different categories of members designated in Article III of these Bylaws.
3. The annual term of membership shall be September 1 to August 31.

#### ARTICLE VI. REGIONAL ASSOCIATION

1. The Hawai`i Association for College Admission Counseling is a State association.
2. Governing documents of HACAC shall remain consistent with NACAC's governing documents. Within one year after the adoption of any amendment to NACAC's governing documents, the Hawai`i Association shall review its governing documents and shall adopt any amendments required to maintain consistency with NACAC's governing document.

#### ARTICLE VII. GENERAL MEETING

1. A General Membership Meeting shall be held at least once a year upon the call of the President. Proper call to general meetings shall be sent in writing at least one month in advance.
2. The place of the meeting shall be determined by the Executive Board or the President.
3. One-tenth of the voting members of HACAC present at any meeting shall constitute a quorum for the transaction of business.
4. The voting membership shall have full responsibilities, unless specifically delegated to the Executive Board to:
  - a. Elect officers of HACAC based on a slate presented by the Nominating Committee.
  - b. Vote on the adoption of amendments of the Articles of Incorporation and Bylaws.

#### ARTICLE VIII. THE EXECUTIVE BOARD AND OFFICERS

1. The Executive Board shall, except as otherwise provided herein, act for, and have and exercise the authority of, the General Membership in directing the affairs of HACAC between General Membership Meetings. The Executive Board shall:
  - a. Approve applications for membership in HACAC.
  - b. Appoint the members of all standing committees.
  - c. Establish special committees to respond to HACAC's needs and appoint members thereof.
  - d. Exercise those powers and responsibilities delegated to it by the General Membership.
2. The Executive Board shall consist of the following officers of HACAC:
  - a. President
  - b. President-elect
  - c. Past-President, (Chairperson of the Nominating Committee)
  - d. Secretary
  - e. Treasurer
  - f. Treasurer-elect
  - g. Past-treasurer
  - h. Hawai'i Chairperson, Kauai Chairperson, and Maui County Chairperson
  - i. Chairperson of the Membership Committee
  - j. Chairperson of the Admission Practices Committee and NACAC Assembly Delegate
  - k. Chairperson of the Government Relations Committee
  - l. Chairperson of the Professional Development Committee
  - m. Chairperson of the National College Fair Committee
  - n. Chairperson of the HACAC College Fair Committee
  - o. Chairperson of the Development Committee
  - p. Chairperson of the Community Relations Committee
  - q. Chairperson of the Technology Committee
3. Officers of HACAC shall be elected in accordance with the following guidelines:
  - a. There shall be three elected officers to serve the corporation.
    - i. President-Elect (3 year term including president-elect, president, past-president)
    - ii. Treasurer- Elect (3 year term including treasurer-elect, treasurer, past-treasurer)
    - iii. Secretary (2 year term)
  - b. Individuals considered by the Nominating Committee for candidacy for any one of the four elected positions must be a voting HACAC member.
  - c. Presentation of a single slate of candidates, as selected by the Nominating Committee and approved by the Executive Board.
  - d. Final election ballot shall be by mail, electronic transmission, facsimile or other reasonably acceptable method of the voting membership and shall be completed one month prior to the scheduled date of the General Membership Meeting. Write-in votes are in order.
  - e. The terms of newly elected officers shall begin at the conclusion of the General Membership Meeting of the spring conference.
  - f. The NACAC Chief Executive Officer shall be notified of the election results.
4. No person shall hold national and state offices simultaneously.
5. Upon completion of the term of office, the HACAC President shall assume the position of Past President and shall serve as Chairperson of the Nominating Committee.
6. The President upon completion of his/her respective term of office shall not succeed himself/herself, but shall be eligible for election to another office.
7. Members of the Executive Board shall be entitled to full membership privileges in all General Membership Meetings.
8. An unexpired term of the HACAC President shall be completed by the President-elect who may, subject to his/her availability and approval by the majority vote of the Executive Board, serve the normal term of the President.

9. The balance of an unexpired term of any other HACAC officer shall be filled from those eligible, subject to Section 3b of this Article, by an appointment of the President, subject to the approval by majority vote of the Executive Board.

#### ARTICLE IX. DUTIES, RESPONSIBILITIES, AND POWERS OF OFFICERS

1. President of HACAC shall:
  - a. Call, preside over, and prepare the agenda for meeting of the Executive Board.
  - b. Call and preside over any meetings of the General Membership, or standing committees.
  - c. Serve as an ex-officio of all HACAC committees.
  - d. Appoint the members of the standing committees provided for in Article X of the Bylaws and other committees which are judged necessary to enable HACAC to accomplish its purposes, subject to the approval of the Executive Board. Assume other responsibilities as directed by the General Membership and/or Executive Board.
2. The President-elect of HACAC shall:
  - a. In the absence of the President, assume the office of President at any official HACAC function.
  - b. Assist the President whenever necessary.
  - c. Succeed to the office of President in the event of a vacancy in that office.
  - d. Serve as chairperson of the State Conference and Planning Committee.
  - e. Serve as alternate Delegate to NACAC's National Assembly.
  - f. Assume other responsibilities as directed by the President.
3. The Past President of HACAC shall:
  - a. Serve as chairperson of the Nominating Committee, which shall have the responsibility of credential approval for all candidates for office.
  - b. Serve as Chief Delegate to NACAC's National Assembly.
  - c. Assume other responsibilities as directed by the President.
4. The Secretary shall:
  - a. Be responsible for the Minutes of all Executive Board and General Membership Meetings.
  - b. Report the minutes of all meetings to the Executive Board.
  - c. Assume other responsibilities as directed by the President.
5. The Treasurer, with assistance from the Treasurer-Elect and Past-Treasurer, shall:
  - a. Be responsible for all financial records of the corporation.
  - b. Report on the financial conditions and results of operations of HACAC to the Executive Board and General Membership.
  - c. Be responsible for payment of all bills of the organization.
  - d. Arrange for a financial review by an independent public accountant every two years, to coincide with the Treasurer's term of office. The treasurer will distribute the financial review to the Executive Board, and upon request, provide the report to the voting members of HACAC.
  - e. Assume other responsibilities as directed by the President.
6. The Hawai'i Chairperson, Kauai Chairperson, and Maui County Chairperson shall:
  - a. Be responsible for disseminating information and coordinating all HACAC activities in their district.
  - b. Assume other responsibilities as directed by the President.
7. The Chairperson of the Membership committee shall:
  - a. Solicit membership in the organization for both HACAC and NACAC.
  - b. Collect dues and forward dues to the Treasurer.
  - c. Maintain membership records of HACAC and provide NACAC with such records as may be requested.
  - d. Oversee the publication of the Membership Directory
  - e. Assumes other responsibilities as directed by the President.
8. The Chairperson of the Admission Practices Committee shall:

- a. Promote awareness of best practices in the NACAC Guide to Ethical Practice in College Admission.
  - b. Assume other responsibilities as directed by the President.
- 9. The Chairperson of the Government Relations Committee shall:
  - a. Provide leadership in identifying areas of governmental policy affecting the mission of HACAC and its membership.
  - b. Assume other responsibilities as directed by the President.
- 10. The Chairperson of the Professional Development Committee shall:
  - a. Provide leadership and coordinate programs in the area of relationship building and continuing education for the ongoing development of professional and ethical college counseling at secondary and postsecondary institutions.
  - b. Assume other responsibilities as directed by the President.
- 11. The Chairperson of the National College Fair Committee shall:
  - a. Coordinate the local arrangements for the National College Fair and serve as a liaison to the NACAC National College Fair Committee.
  - b. Assume other responsibilities as directed by the President.
- 12. The Chairperson of the HACAC College Fair Committee shall:
  - a. Coordinate the arrangements for the HACAC College Fairs on neighbor islands.
  - b. Assume other responsibilities as directed by the President.
- 13. The Chairperson of the Development Committee shall:
  - a. Advise the Executive Board on budgetary policies and issues on revenue generation, membership dues and forms, and monitor investment strategies.
  - b. Assume other responsibilities as directed by the President.
- 14. The Chairperson of the Community Relations Committee shall:
  - a. Explore and develop programs that will provide opportunities to facilitate students' transition to postsecondary education.
  - b. Assume other responsibilities as directed by the President.
- 15. The Chairperson of the Technology Committee shall:
  - a. Maintain the HACAC website.
  - b. Assume other responsibilities as directed by the President.

#### ARTICLE X. STANDING COMMITTEES

- 1. There shall be provisions for the following standing committees of this corporation:
  - a. Admissions Practices Committee
  - b. Conference Planning Committee
  - c. Government Relations Committee
  - d. Membership Committee
  - e. Nominating Committee
  - f. Professional Development Committee
  - g. National College Fair Committee
  - h. HACAC College Fair Committee
  - i. Development Committee
  - j. Community Relations Committee
  - k. Technology Committee
- 2. The committee chairperson shall appoint their committee members subject to the approval of the HACAC President.
- 3. The Executive Board may assign other duties to any of the standing committees. The authority granted standing committees by these Bylaws and the Executive Board shall not be exercised in a manner that is inconsistent with Executive Board actions previously taken.

#### ARTICLE XI. DELEGATES TO THE NATIONAL ASSEMBLY

- 1. Delegates to the National Assembly of NACAC are elected by the NACAC voting members in Hawaii.

2. Only one person employed by a member organization, agency, or institution shall serve in the same delegation.
3. The President and Past-President shall be appointed by the HACAC Executive Board as delegates to the NACAC National Assembly.
4. Each elected delegate shall serve a term of three years, and shall take office by July 15 of the year in which elected.
5. Each alternate delegate is appointed by the Executive Board and shall serve until his/her successor is appointed by the Executive Board.
6. Delegates shall serve no more than two consecutive terms.
7. Each delegate shall be a NACAC voting member in good standing by July 15 immediately preceding the next annual meeting of the Assembly. In order to remain a delegate of the Assembly, an incumbent must continue to be a NACAC voting member in good standing or the principal representative of a NACAC voting institution or organization member in good standing in HACAC represented through his/her term of service. However, an incumbent shall have sixty (60) days following a change in employment to become a NACAC voting member or the principal representative of another NACAC voting institution or organization member within HACAC without forfeiting the incumbent's delegate status.
8. Election of delegates shall be conducted in the following manner:
  - a. Whenever vacancies occur, the Nominating Committee will review the roster of potential candidates for the positions and present two candidates for each vacancy.
  - b. The election ballot shall be by mail, electronic transmission, facsimile or other reasonably acceptable method of the voting membership.
  - c. A candidate receiving a majority of the ballots cast for the position shall be elected.
  - d. Ballots shall be sent to all NACAC voting members in Hawaii.
9. Delegates to the National Assembly hold voting seats on the Executive Board of the corporation.
10. The President of HACAC shall notify the Executive Director of NACAC of election results.

#### ARTICLE XII. CALLING OF MEETINGS

1. The President of HACAC will:
  - a. Annually call the General Membership Meeting at least one month prior to the meeting.
  - b. Call special meetings of the General Membership upon majority vote of the Executive Board Membership and with two weeks advance notice to the General Membership.
  - c. Call the Executive Board for regular meetings at least three times a year and shall call a special meeting of the Executive Board members at the request of any four Executive Board members.
  - d. Provide written notice of every General Membership Meeting by mail, electronic transmission, facsimile or other reasonably acceptable method to each member entitled to vote at such meetings at least one month before such meeting.

#### ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

#### ARTICLE XIV. QUORUM

1. One-tenth of the voting members of HACAC shall constitute a quorum for any General Membership Meeting when such a meeting has been called in accordance with these Bylaws.
2. Five voting members of the Executive Board of HACAC shall constitute a quorum at any Executive Board meeting.

#### ARTICLE XV. AMENDMENTS

1. The Articles of Incorporation and Bylaws may be amended at a General Meeting or by ballot via mail, electronic transmission, facsimile or other reasonably acceptable method. If by ballot, two-thirds affirmative vote on the ballots returned by stated return date constitute the decision to change amendments. If at a General Membership meeting, two-thirds affirmative vote of the quorum present are required to constitute a decision to change amendments.

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

#### ARTICLE XVI. ADOPTION OF ARTICLES AND BYLAWS

1. A two-thirds vote of approval of the voting members of the Association present at a General Membership Meeting or through ballot via mail, electronic transmission, facsimile or other reasonably acceptable method of the voting membership is required for adoption of these Articles of Incorporation and Bylaws.

#### ARTICLE XVII. MONITORING OF BYLAWS

1. HACAC recognizes the need to periodically monitor consistency with the governance documents of NACAC. This will be done at the General Membership Meeting in accordance with NACAC guidelines provided by the President and President-elect.

#### ARTICLE XVIII. INDEMNIFICATION

HACAC shall indemnify any persons who are serving or have served as HACAC Officers or other persons who are or have served at HACAC's request to the fullest extent permitted by applicable law. HACAC may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.

(Amended April, 2011) (Amended August, 2016) (Amended February, 2021)