

BY-LAWS

COUNCIL FOR RESOURCE

DEVELOPMENT

Adopted	1/23/1973
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Amended	7/14/2006
Amended	11/3/2007
Amended	7/18/2008

ARTICLE I

ORGANIZATION

Section 1. Name and Legal Status

The name of the organization is Council for Resource Development, Inc. It may also from time to time be referred to as "The Corporation" or "CRD." The Corporation is an IRS approved 501(c)(3) non-profit corporation chartered in the District of Columbia. The location of its "corporate" principal offices shall be in Washington, D.C.

ARTICLE II MEMBERSHIP

(Annual membership shall be for the period of January 1 - December 31 of each calendar year.)

Section 1. Membership Categories

a. Professional

Each individual, professional member employed by a fully accredited community college or community college system, technical college/institute, junior college, or a foundation whose primary mission is resource development for one or more community colleges shall have the rights and responsibilities of one member. An institution or foundation may pay for an individual membership for a person to be designated by the college.

b. Institutional

Each community college that joins as an institutional member shall have the rights to provide professional membership privileges to four individuals, one of whom must be the college president. Institutional membership dues shall be equal to the cost of three individual professional memberships. Additional members may be added to the institutional membership at a reduced rate to be set by the Board of Directors.

Institutional memberships will be offered only to individual colleges, not to consortia, college districts or multi-campus college systems. Each individual included in an institutional membership is authorized, on behalf of the institutional member, to exercise the rights, and is obligated to fulfill the responsibilities of one professional member. The college, under institutional membership, may change those originally identified in their membership application.

c. Affiliated

Individuals, consultants, associations, businesses, and companies who provide services or products to CRD members may become affiliated members upon the invitation of the Board of Directors. While they will not have any rights in the governance of the organization, they shall be entitled to access the membership through directories, publications, conferences and other CRD activities. However, they will not be allowed to promote their products or services on the CRD listserv. Annual dues and professional standards for Affiliated members will be established by the Board of Directors.

d. Associate

Individuals affiliated with a K-12 private or public school system, a private or public 4-year institution, or an organization that would enhance membership services to CRD, may become associate members when sponsored by a Professional or Institutional CRD Member, or upon approval of the Board. Associate Members will not have any rights in the governance of the organization, but shall be entitled to all other

membership benefits including members-only webpage access, directories, publications, conferences and other CRD activities. Annual dues and professional standards for Associate Members will be established by the Board of Directors. Priority seating in limited seating activities will be given to Professional, Institutional, Lifetime or Affiliated Members.

e. **Emeritus**

Former members in good standing may join as Emeritus members. This category is designed for retirees or those who have assumed non-resource development activities in higher education. The Emeritus membership fee will be established by the Board of Directors. Emeritus members may serve on various CRD Committees but cannot serve as voting members on the organization's Board of Directors. Emeritus membership is not available to former members who have become consultants or joined companies which provide services or products to the membership. These individuals are welcome to apply as Affiliated members.

f. **Lifetime**

Lifetime membership is an honor and may only be bestowed by the Board of Directors. Lifetime members are exempt from paying annual dues.

g. **Honorary**

From time to time the Board of Directors may award Honorary membership to individuals not serving in a resource development capacity at a community college. Potential honorary members could include members of Congress, the Federal Executive Branch of Government, Agency Program Officers, Association Executives, and other professionals, and volunteers. Honorary members will pay no dues and have no voting rights. They may serve as members of the Board of Directors with no voting rights.

Section 2. Rights

Each member with voting rights has the right to vote for a Regional Director from his or her designated geographic Region and, if they are in attendance may vote on all matters that arise at the annual meeting of the Corporation.

Section 3. Meetings of Members

a. Notice of the annual meeting of the CRD Corporation shall be given as stated in The Corporation's Charter/Constitution. Members are welcome to attend the annual meeting of the Corporation. Members with voting rights are entitled to vote on all matters which arise at the annual meeting. The Board of Directors may establish a system for proxy votes.

b. A quorum will be declared present for the annual meeting of the Corporation if at least 50% of the voting members of the Board of Directors are in attendance. The Vice President for Finance will serve as the "Secretary and Treasurer" for the CRD Corporation and is responsible for taking the minutes. The Executive Director serves as "Clerk" of the Corporation to receive legal documents and to notify the membership of the Annual Corporation Meeting date, time, and location. The Board of Directors may establish a system for proxy votes.

ARTICLE III BOARD OF DIRECTORS

Section 1. Meetings

a. Regular

The Board of Directors shall meet at least three times during its fiscal year of January 1 – December 31. The first meeting will be held immediately following the annual conference. The second meeting will take place during the summer and the third meeting will occur immediately preceding the Annual Conference.

b. Special

Special meetings of the Board of Directors may be called by the President or by a majority of the Executive Committee. These meetings can be conducted in person, via teleconference or electronically.

c. Quorum

A quorum shall be declared present when at least 50 percent of the voting members respond to the roll call either in person for regular meetings or in person or electronically for special meetings.

1) Voting

All questions shall be determined by a majority of the voting Board members who are in attendance.

2) A majority of the total number of voting members on the Board is required for the following:

(i) Election or removal for cause of Officers or Regional Directors

(ii) Amending the By-Laws

d. Each Director shall be notified not less than 10 days preceding any meeting of the Board. Notices may be given electronically, via U.S. mail or by special delivery services, such as FedEx. In the event the notice is of a special meeting, notice shall include briefly the subjects thereof. Attendance of a Director at a meeting constitutes waiver of notice of the meeting unless the purpose of their attendance is "to protest the absence of notice." Board action may be taken without a meeting if consent in writing setting forth the action given is signed by all Directors entitled to vote with respect to the subject matter.

e. If a quorum is not present at any meeting of the Board, a majority of the Directors present has authority to adjourn the meeting from time to time without further notice. At the subsequent meeting (to which the earlier meeting was adjourned) at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. Substitute Chair

In the absence of both the President and the President-Elect from any meeting, the Board may appoint any member to act as Chairperson. The Chairperson may appoint any person to act as Secretary of the meeting.

Section 3. Makeup of Board

a. Number

The number of Directors serving on the Board is established as follows: Not more than 10 Elected Officers (voting), not more than 12 At-Large Directors (voting), not more than 10 Regional Directors (voting), not

more than 10 Trustees (non-voting), and not more than 12 Ex-Officio members (non-voting). There may not be fewer than 30 nor more than 54 members on the Board of Directors at any one time.

b. **Qualifications**

All voting members of the Board of Directors must be full-time employees of a fully-accredited community college or community college system, technical college/institute, junior college, or a foundation whose primary mission is resource development for one or more community colleges. Ex-Officio members (non-voting) may be representatives from affiliated associations, vendors, agencies, members with special assignments or Emeritus members. Trustee members (non-voting) must have served as President of CRD and remain as full-time employees of a community college or a community college district.

c. **Tenure**

The tenure of each Director shall be one year beginning with the meeting following the Annual Conference and continuing until his or her successor is elected and assumes office, or until he or she resigns, dies, or is removed.

- **Officers (Voting)**
 - All Officers shall serve from the end of an Annual Conference through the next Annual Conference.
 - All Officers except the President, President-Elect, and Immediate Past President may serve in that office more than one term but not more than three terms.
 - Unless otherwise excused, all Officers are expected to attend all meetings of the Executive Committee and Board of Directors.
- **At-Large Directors (Voting)**
 - All At-Large Directors shall serve one-year terms from the end of an Annual Conference through the next Annual Conference.
 - At-Large Directors may serve in the same position more than one term, but not more than three terms.
 - All At-Large Directors are expected to attend two full board meetings.
- **Regional Directors (Voting)**
 - All Regional Directors shall serve one-year terms on the Board of Directors, from the end of an Annual Conference through the next Annual Conference.
 - Regional Directors may serve more than one term but not more than three terms.
 - All Regional Directors are expected to attend two full board meetings.
- **Trustee Directors (Non-voting)**
 - All Trustee Directors shall serve one-year terms from the end of an Annual Conference through the next Annual Conference.
 - Trustee Directors may serve in the same position more than one term but not more than three terms.
 - A Trustee Director may not serve on the Board in two different categories within the same term.
- **Ex-Officio Directors (Non-voting)**
 - All Ex-Officio Directors shall serve a one-year term from the end of an Annual Conference through the next Annual Conference.
 - Ex-Officio Directors may serve more than one term.

d. **Vacancies**

If a vacancy occurs on the Board, except as expressly provided in the case of Regional Directors, the Board is authorized to fill the vacancy for the remainder of the term, at any regular or special meeting of the Board.

e. **Resignations**

Any Director may resign at any time by submitting his or her resignation, in writing, to the President of CRD. The resignation is effective upon acceptance by the Board. If the Board has not acted thereon within twenty days from the date of such submission, the resignation is deemed to be accepted.

Section 4. Elections and Appointments

The President-Elect shall seek nominations from members in the regions for potential Officers and At-Large Directors to serve during his or her one-year term. The President-Elect shall seek nominations for Ex-Officio Board members from the Executive Committee, the Executive Director, and Trustee Board members. The President-Elect shall consult with the current President and Past Presidents about nominations for President-Elect and Vice President for Finance. Following these consultations, the President-Elect shall formally submit his or her nominations to the Board of Directors at its regular summer meeting. Other candidates may be nominated by the Board members.

The Board shall elect a slate of Officers for the next year at its regular summer Board meeting. Up to 10 elected Officers (voting), not more than 10 At-Large Directors (voting), Regional Directors (voting), 10 Trustees (non-voting), and ten Ex-Officio members (non-voting). It is understood that there may be fewer than the allowable numbers on the Board of Directors in any given year. These Board members shall be notified prior to the date the President-Elect becomes President. All Board candidates—Officers, Regional Directors, Trustees, Ex-Officio, and At-Large—should secure a commitment from their institutions or organizations for their participation on the Board prior to having their names placed in nomination.

Section 5. Regions and Regional Directors

a. The Board of Directors shall, from time to time, determine geographic regions. Each Region shall be an affiliated organization and shall have a Regional Director, who shall be a member of the Board of Directors.

b. Each member shall be assigned to a geographic region. Each region shall hold a membership meeting during the Annual Conference and may hold other membership meetings. The results of those meetings must be reported to the Board of Directors.

c. Each Region shall have a Regional Director-Elect whose term shall run concurrently with that of the Regional Director.

d. Beginning each January, the Regional Director must initiate the nomination process described in subsection “e” to select a third regional member who will follow in succession as Director-Elect. This nomination process should be completed prior to the summer meeting of the Board of Directors.

e. Elections of Regional Directors-Elect shall occur through an annual process by which the Regional Director shall call for nominations in **January**; nominations shall be made no later than **February 28**. A ballot on which the nominees' names shall appear will be prepared and distributed to the Regional membership by **March 31**, and voting shall close on **April 30**. The candidate with the most votes shall be the Regional Director-Elect; candidates shall be notified of the results of the voting no later than **May 31**. The Regional Director shall notify the Vice President for Regional Services by **June 30** of the results. The Vice President for Regional Services shall prepare a report for the Board of Directors for its summer meeting.

Each candidate selected shall be a current member of the Council, shall have demonstrated a willingness to promote the purposes of the Council, and shall be a resident of the corresponding region. Only members of a region may vote for that Region’s Director and Director-Elect.

In the case where the Region has no Regional Director or Director-Elect, the Vice President for Regional Services shall act for the Regional Director and hold an election for Regional Director and Director-Elect following the same process.

The terms of office for Regional Directors shall be one year. A Regional Director may serve up to three consecutive terms in that office.

The Regional Director-Elect shall perform the duties and have the authority of the Regional Director in the absence of the Regional Director.

No Regional Director or Regional Director-Elect may simultaneously serve as an elected officer of the Council.

ARTICLE IV OFFICERS

Section 1. General Provisions Regarding Officers

- a. The Council shall have the following Officers: President, President-Elect, Vice President for Programs, Vice President for Research and Publications, Vice President for Development and Marketing, Vice President for Finance, Vice President for Annual Conference, Vice President for Regional Services, Immediate Past President, Vice President for Trustees,
- b. In the event of failure to elect officers at the summer Board meeting, the Board is authorized to elect Officers at any regular or special meeting. One person may hold only one office at a time.
- c. Any Officer may resign at any time by delivering a written resignation to the President. The resignation is effective upon acceptance by the Board. If the Board has not acted within twenty days, the resignation is deemed to be accepted.

Section 2. President

The term of the President shall be one year or until a successor is elected, whichever comes last. The President shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 3. President-Elect

The term of the President-Elect shall be one year or until the President vacates the office, whichever comes first. The President-Elect succeeds to the office of President at the end of the Annual Conference.

The President-Elect shall preside at all meetings of the Board of Directors in the absence of the President and shall perform such other duties as from time to time may be assigned by the Board of Directors or requested by the President.

If the President does not serve a full term, the President-Elect shall complete that term and then serve his or her own term. In the event the President-Elect is unable to complete his or her term, then the President, in consultation with Immediate Past Presidents and Trustee Directors, shall nominate a member to complete the President-Elect term as scheduled.

Section 4. Vice President for Programs

The term of the Vice President for Programs shall be one year. The Vice President for Programs shall work closely with the President and the Executive Director in establishing plans for seminars, workshops, and other activities, including: Federal Funding Task Force, Summer Symposium, Resource Development Specialist Training Program, Mentoring Programs, Executive Institute, Presidents Fundraising Workshop, Alumni Development Workshops, and others designated by the Executive Committee.

Section 5. Vice President for Research and Publications

The term of office of the Vice President for Research and Publications shall be one year. The Vice President for Research and Publications shall be responsible for carrying out the publication schedule and overseeing corporate-sponsored research, including the following: Resource Papers, Dispatch, research activities, articles for other publications, and CRD Brochures.

Section 6. Vice President for Development and Marketing

The term of office of the Vice President for Development and Marketing shall be one year. The Vice President for Development and Marketing shall attend to those duties relating to Membership, Webinars, Government/Advocacy Relations, Strategic Partnerships, Sponsorships and Exhibitors, CRD internal fundraising campaigns.

Section 7. Vice President for Finance

The term of office of the Vice President for Finance shall be one year. The Vice President for Finance shall keep the financial records of the Council and shall attend to other duties and responsibilities as assigned by the Board of Directors or incident to the Office of the Vice President for Finance, including: signing checks; monitoring the receipt and deposit of funds; signing or approving payments, contracts, and other liabilities of the Council; overseeing the investment of the Council's funds and the relationships established with any accounting or financial firms engaged by CRD; creating a budget for the coming year and monitoring the budget for the current year; providing the Board with a full record and account of all monies received and paid out of the account of the Council, and render to the Board of Directors a written statement of said record and account at each meeting of the Board and at such other times as said Board may designate; serving as Chairperson of the Finance Committee of the Council and as the "Secretary /Treasurer" for the CRD Corporation.

Section 8. Vice President for Annual Conference

The term of office of the Vice President for Annual Conference shall be one year. The Vice President for Annual Conference shall be responsible for planning and implementing the Annual Conference of the Council for Resource Development.

Section 9. Vice President for Regional Services

The term of office of the Vice President for Regional Services shall be one year. The Vice President for Regional Services shall have served previously as a Regional Director and may not be concurrently a Regional Director. The Vice President for Regional Services shall act as principal liaison between the Board and the Regional Directors in the periods between Board meetings. The Vice President for Regional Services shall preside at all meetings of the Regional Directors when they act as a subcommittee of the full Board. These subcommittee meetings typically are scheduled as part of the agenda of full Board meetings.

Section 10. Immediate Past President

The Immediate Past President shall remain an Officer of the Council without election for one year following his or her tenure as President. The Immediate Past President shall serve as the liaison with the National Office monitoring staff activity and general operations and shall conduct the annual evaluation of the Executive

Director. The Immediate Past President shall take the Minutes of all Executive Committee, regular and special Board meetings, and shall submit a final document to the President for his or her signature within three weeks of each meeting. If the Immediate Past President is unable to serve, the most recent Past President will serve in this position.

Section 11. Vice President for Trustees

The term of office for the Vice President for Trustees shall be one year; he or she must have served as President of CRD. The Vice President for Trustees shall perpetuate institutional continuity as an advisor and serve as the liaison for the Trustee Directors. The VP for Trustees will be charged with keeping long-time members and friends of CRD involved or engaged. The Executive Committee may also assign to the Vice President for Trustees duties that require the expertise of CRD Trustees.

Section 12. Executive Director

The Executive Director of CRD shall fulfill the job description listed in the Procedures Manual and other duties assigned by the Board.

**ARTICLE V
COMMITTEES**

Section 1. Standing Committees

a. **Executive Committee**

The Executive Committee of the Board of Directors shall be comprised of the organization's ten Officers.

The presence of a simple majority in person or electronically shall constitute a quorum of the Executive Committee, and a majority vote shall be necessary for the adoption of any resolution or action.

The Executive Committee shall meet at the call of the President. All action taken shall be reported to the next meeting of the Board of Directors. No revisions or alteration by the Board of Directors of action taken by the Executive Committee shall affect the rights of third parties.

The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when said Board is not in session, subject only to such restrictions or limitations as specified by the Board of Directors. However, the Executive Committee shall have no authority to:

1. Amend the Articles of Incorporation
2. Adopt an agreement of merger or consolidation
3. Sell, lease or exchange all or substantially all of the Council's property and assets
4. Initiate a dissolution of the Council or a revocation of a dissolution
5. Amend the By-Laws (However, the Executive Committee has the major responsibility for changes in the policies and procedures of the organization.
6. Fill Officer vacancies on the Board
7. Remove Officers for cause

b. **Finance Committee**

The Finance Committee of the Board of Directors shall consist of the following members:

- The Vice President for Finance (who shall serve as Chairperson)
- At least four other members appointed by the President and approved by the Board.

The President shall be an Ex-Officio member of the Finance Committee.

A majority of the members shall constitute a quorum of the committee, and the affirmative vote of a majority of those present and voting shall be necessary for the adoption of any resolution or action.

The Finance Committee shall meet at the call of the Vice President for Finance, and minutes shall be kept and transmitted to the National Office for filing. All action taken shall be reported at the next meeting of the Board of Directors.

The Finance Committee shall have and may exercise all powers of authority for making appropriate investments and reinvestments of the organization's assets and funds; it shall report such investment activity to the Board of Directors.

Section 2. Ad Hoc Committees

The Board is authorized, from time to time, to establish or dissolve other committees with members, powers, terms, and responsibilities as the Board deems necessary.

Section 3. Resignation and Removal

Any member of a committee may resign at any time by delivering a written resignation to either the President or to the chair of the committee. The Board may at any time remove any member of a committee other than Officers of the Council either for cause, including failure to attend three consecutive meetings, or without cause.

ARTICLE VI AMENDMENTS

These By-Laws may be altered, amended, rescinded or repealed at any regular or special meeting of the Board of Directors in accordance with Article XII of the Articles of Incorporation. Notice must be given to all Board members that amendments to the By-Laws will be on the agenda of the next regular Board meeting 30 days prior to the meeting date. Copies of the proposed amendments shall be attempted to be delivered to each Board member 15 days prior to the scheduled Board meeting.

ARTICLE VII NOTICE

Whenever under the provisions of applicable law or of these By-Laws, notice is required or permitted to be given to a member, Director, or Officer, that notice may be given by delivery service, mail, e-mail, telephone, or facsimile transmission.

A notice given by mail is delivered when the notice is deposited in the United States mail, properly addressed and certified with postage thereon prepaid.

A notice given by e-mail is delivered when the e-mail has been acknowledged as received.

The proper address for a member, Director, or Officer is either his or her customary business address or the address of his or her last-known residence.