

BYLAWS OF
NORTH CAROLINA COUNCIL OF GRADUATE SCHOOLS, INC.
A NOT-FOR-PROFIT CORPORATION INCORPORATED
UNDER THE LAWS OF
THE STATE OF NORTH CAROLINA

BYLAWS
of
NORTH CAROLINA COUNCIL OF GRADUATE SCHOOLS, INC.

ARTICLE I – OFFICES

The principal office of the Council shall be in the State of North Carolina.

The Council may also have offices at such other places within or without this state as the executive board may from time to time determine or the business of the Council may so require.

ARTICLE II – PURPOSES

The purposes for which this Council has been organized are as stated in the Certificate of Incorporation which may be amended as required. It is founded for the purpose of considering matters of common interest relating to graduate study and research, articulating the needs of graduate education, and influencing public opinion for the improvement and advancement of graduate education through appropriate channels. Each institution of higher education in the state of North Carolina which has regional or professional accredited status and offers graduate study will be eligible for membership.

The Council is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the Council shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Council is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – MEMBERSHIP AND OFFICERS

1. MANAGEMENT OF THE COUNCIL.

The Council shall be managed by an executive board which shall consist of at least three officers as described in

Article IV below.

The Council membership may elect a president, vice-presidents (who shall be designated a president-elect, an immediate past president, and a vice-president of advocacy), a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as provided in Article IV below.

2. ELECTION.

At each annual meeting, Council membership shall elect officers by majority vote as described in Article V below. Current officers shall solicit Council membership and prepare a slate of nominations for upcoming vacancies for presentation in advance of the annual meeting. Nominations from the floor at the annual meeting will also be requested.

3. TERMS.

Each officer shall hold office for the term for which they are elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal.

The president, president-elect, and immediate past president shall hold annual terms. The vice-president of advocacy, secretary, and treasurer shall be elected every three years, with a position-elect elected in the final year of the three-year term.

4. INCREASE OR DECREASE IN NUMBER OF OFFICERS.

The number of officers may be increased or decreased by majority vote as described in Article V below. No decrease in number of officers shall shorten the term of any incumbent officer.

5. REMOVAL.

Any officer may be removed with or without cause by the Council membership. Officers may be removed due to nonfulfillment of duties, misconduct, theft and misrepresentation of the Council all by majority vote of the Council membership. In the event of the death, resignation or removal of an officer, the membership in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

6. RESIGNATION.

An officer may resign at any time by giving written notice to the executive board, the president or the secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. NOTICE, PLACE AND TIME OF BOARD MEETINGS.

The executive board may hold its meetings virtually or at such other places, either within or without the state, as it may from time to time determine.

Meetings of the executive board may be called by the president upon three days notice. A majority of the officers present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all officers who were absent at the time of the adjournment.

8. REGULAR ANNUAL MEETING.

A regular annual meeting of the Council membership shall be organized and held by the executive board.

9. SURETIES AND BONDS.

In case the executive board shall so require, any officer or agent of the Council shall execute to the Council a bond in such sum and with such surety or sureties as the board may direct conditioned upon the faithful performance of their duties to the Council and including responsibility for negligence and for the accounting for all property, funds or securities of the Council which may come into their hands.

ARTICLE IV – OFFICER ROLES

1. PRESIDENT.

The president shall be the chief executive officer of the Council; they shall preside at all meetings of the Council membership and of the executive board; they shall have the general management of the affairs of the Council and shall see that all orders and resolutions of the board are carried into effect.

2. VICE-PRESIDENTS.

During the absence or disability of the president, the immediate past president shall have all the powers and functions of the president. The immediate past president shall also participate appropriately in all general affairs of the Council to achieve continuity of efforts.

The president-elect shall participate appropriately in all general affairs of the Council in anticipation of leading efforts the following year.

The vice-president for advocacy shall organize Graduate Education Week events and any other such activities related to outreach and advocacy for graduate education. The vice-president for advocacy shall serve a three year term, with a vice-president for advocacy-elect nominated in the final year of the term to participate appropriately in all affairs to achieve continuity in the role.

3. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the Council; shall manage the annual membership dues assessment process; shall deposit said funds in the name of the Council in such bank or trust company as the officers may elect; shall, when duly authorized by the executive board, sign and execute all contracts in the name of the Council, when countersigned by the president; shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the executive board and shall be countersigned by the president; shall at all reasonable times exhibit the books and accounts to any officer or member of the Council upon request. At the end of each fiscal year, they shall have an audit and tax preparation of the accounts of the Council, and shall present such audit in writing at the annual meeting, at which time they shall also present an annual report setting forth in full the financial conditions of the Council.

The treasurer shall serve a three year term, with a treasurer-elect nominated in the final year of the term to participate appropriately in all affairs to achieve continuity in the role.

4. SECRETARY.

The secretary shall keep the minutes of the executive board and the annual meeting; shall maintain membership listings; shall have the custody of the seal of the Council and shall affix and attest the same to documents when duly authorized by the executive board; shall attend to the giving and serving of all notices of the Council; shall have charge of such books and papers as the executive board may direct; shall attend to such correspondence as may be assigned; and perform all the duties incidental to their office.

The secretary shall serve a three year term, with a secretary-elect nominated in the final year of the term to participate appropriately in all affairs to achieve continuity in the role.

ARTICLE V – VOTING PROCESS AND POWERS

At annual meetings each member institution may have any number of representatives present, but each member institution shall have a single vote cast by the graduate dean or the officer designated as the official contact person for that institution.

A majority of the member institutions of the Council membership shall constitute a quorum for the transaction of business at annual meetings.

The vote of a majority Council membership present at the time of the vote, if a quorum is present at such time, shall be the act of the Council.

No act of the Council shall be held to control the policy or procedures of any member institution.

ARTICLE VI – DUES

Each member institution of the Council shall be assessed a membership fee (determined by the executive board) to be paid annually. The treasurer shall maintain a detailed ledger for all expenses and income and shall report on all expenditures and income at each annual meeting or otherwise as specified in Section IV above.

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII – AMENDMENTS

Amendments to the Bylaws may be proposed by the executive board or by written petition of any member of the Council. To be adopted, proposed amendments must receive the approval of a two-thirds majority of the members voting at a meeting. However they originate, proposals for amendments shall be received by the executive board and forwarded with recommendations to the members, in writing, at least 30 days before the meeting at which they are to be voted upon.

ARTICLE IX – CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, the Council reserves the right to expect from all of its officers to maintain high moral standards and social values.

ARTICLE X – INDEMNITY

The Council shall indemnify its officers as follows:

Every officer or agent of the Council shall be indemnified by the Council against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been an officer or agent of the Council or is or was serving at the request of the Council, whether or not they are an officer or agent at the time such expenses are incurred, except in such cases wherein the officer or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties. The Council shall provide any person who is an officer or agent of the Council or was serving at the request of the Council the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.