

National Council for State Authorization Reciprocity Agreements

BYLAWS **(Effective Date: May 14, 2014)**

ARTICLE I

Name and Location, Description, Mission, and Purpose

Section 1: Name and Location

The name of the organization is the National Council for State Authorization Reciprocity Agreements (NC-SARA). Its principal place of business shall be in Boulder, Colorado.

Section 2: Description

The National Council for State Authorization Reciprocity Agreements is an independent and autonomous organization operating as a coordinating body for the voluntary State Authorization Reciprocity Agreements among regional higher education compacts and their member states, districts, and U.S. territories. Participating regional compacts include: the Midwestern Higher Education Compact (MHEC), the New England Board of Higher Education (NEBHE), the Southern Regional Education Board (SREB), and the Western Interstate Commission for Higher Education (WICHE). NC-SARA shall promote and certify the consistency of the four regional SARA agreements and provide a venue for discussing problems and mediating disputes that might threaten the continuation of the agreements.

NC-SARA shall be a nonprofit organization (i) established and operated in accordance with the provisions of 26 U.S.C. Section 501(c)(3) (the "Internal Revenue Code") and accompanying regulations; and (ii) incorporated and operated under the Colorado Revised Nonprofit Corporation Act, Title 7, Articles 121-137 of the Colorado Revised Statutes. Its period of duration shall be perpetual unless terminated in accordance with Article VIII (page 7).

Section 3: Mission

The National Council for State Authorization Reciprocity Agreements is committed to supporting the establishment of an effective and efficient state-level reciprocity process that will allow students across the country to enjoy increased access to higher education opportunities and will reflect the core aims of efficiently ensuring quality programs and consumer protection in a rapidly changing education landscape.

NC-SARA shall achieve its mission by:

- a. Promoting and advancing efforts to ensure inter-regional alignment on core elements and requirements of State Authorization Reciprocity Agreements (SARA), while also maintaining a limited role within the overall governance of SARA;
- b. Representing the full spectrum of stakeholders in the higher education community, including all institutional sectors (including, but not limited to, large- and small-scale distance education providers), regional and national accreditation agencies, and state officials including state regulators and state higher education executive officers.

- c. Building public awareness of and support for SARA through regular communications to the field;
- d. Serving as a forum for the higher education community at large to address concerns and questions as they arise.

Section 4: Purposes

The purposes for which NC-SARA is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these bylaws, NC-SARA shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II

NC-SARA Membership and Executive Committee

Section 1: NC-SARA Membership

NC-SARA shall be made up of 17 to 23 individual National Council members. The duties and responsibilities of NC-SARA members are limited to those contained within these bylaws. Council members should come from the range of impacted groups to assure a wide range of support as the interstate reciprocity agreements are promoted and implemented, while also taking into consideration the need for those groups to have a permanent voice. Council members should be drawn from all institutional sectors (including large- and small-scale distance education providers), regional and national accreditation agencies, and state officials including state regulators and state higher education executive officers.

- a. **Nomination and Election.** NC-SARA shall fill vacant or soon-to-be-vacant positions regularly through a public nomination process. The Executive Committee of the Board shall consider nominees and recommend candidates to the Board for election. Prospective NC-SARA members may self-nominate or be nominated by others to serve. Council members shall be chosen through a majority vote of NC-SARA.
- b. **Selection Criteria.** Though the board shall represent a diverse set of perspectives and interests, membership shall not be driven by numerical representation or delegated interests. Instead, members shall be selected based on their knowledge of the field, ability to work across multiple perspectives, and commitment to the collaborative work and success of SARA and NC-SARA.
- c. **Regional Compact Presidents.** The presidents of the four named regional compacts, as described in Article I, Section 2, of these bylaws, (or their designees) shall be voting members of NC-SARA, but shall not be eligible to serve as the NC-SARA Chair, Vice Chair, or Treasurer. There shall be no term of office for the presidents of the regional compacts (or their designees), nor a limitation on consecutive terms.
- d. **Resignation.** Any member may resign by written notice to the NC-SARA Executive Director and the NC-SARA Chair.
- e. **Removal.** Any NC-SARA member who misses two consecutive NC-SARA meetings without advance notice or justification shall automatically lose his or her membership.

Additionally, NC-SARA, at its discretion, may remove a member at any time for due cause by two-thirds vote of all NC-SARA members.

- f. **Terms of Office.** Except as provided for in Article II, Section 1, c (page 2), the initial NC-SARA members shall be assigned two- and three-year terms randomly. All subsequent members of NC-SARA shall serve three-year terms and begin terms as a class. No member may serve more than three consecutive terms. The term of office for board members shall end at the conclusion of the final NC-SARA meeting of the last calendar year of their specified term, and the terms of successor board members shall begin at that same time, or upon appointment if filling a mid-term vacancy.
- g. **Vacancies.** When a vacancy on NC-SARA exists mid-term, this seat may be filled through a special nomination process determined by the Executive Director in consultation with the Executive Committee. Any NC-SARA member selected to fill a vacancy shall serve the remainder of the term for the vacant seat, but may continue to serve if elected through the general nomination and selection process.
- h. **Compensation.** NC-SARA members shall not receive compensation for their service, but may be reimbursed reasonable travel costs associated with attendance at NC-SARA meetings and any Executive Committee, ad hoc committee, or task force meetings.
- i. **Officers.** NC-SARA shall have three officers: the Chair, Vice Chair, and Treasurer. Officers shall serve two-year terms, ending at the conclusion of the final NC-SARA meeting of the last calendar year of their specified term. Officers shall have the following duties:
 - 1. **The Chair.** The Chair shall convene and preside over all meetings of the Executive Committee and all general NC-SARA meetings.
 - 2. **The Vice Chair.** The Vice Chair shall preside over meetings in the absence of or at the request of the Chair.
 - 3. **The Treasurer.** The Treasurer shall oversee the management and reporting of NC-SARA finances.

Section 2: Executive Committee

An Executive Committee shall provide support and guidance to the Executive Director on a regular basis.

- a. **Executive Committee Action.** When matters require timely execution and, for practical reasons, cannot wait for a formal meeting of the full NC-SARA membership, the Executive Committee may act for and exercise all the powers of NC-SARA, except as such actions and powers are reserved to the members in accordance with these bylaws. Such actions by the Executive Committee shall be promptly reported to the full membership.
- b. **Membership.** The Executive Committee shall be elected by NC-SARA. There shall be eight members of the Executive Committee, all of whom shall be currently serving NC-SARA members and two of whom shall be the president of a participating regional compact. Executive Committee members shall serve a two-year term, ending at the conclusion of the final NC-SARA meeting of the last calendar year of their specified term. Executive Committee members shall have an option to serve an additional two-year term, with the approval of NC-SARA. The Chair, Vice Chair, and Treasurer of NC-SARA shall serve on the Executive Committee *ex officio*, without regard to term limits on the Executive Committee. The Chair and Vice-Chair of NC-SARA shall be Chair and Vice-Chair, respectively, of the

Executive Committee. The Executive Committee shall also include the following non-voting individuals in its meetings:

- i. **Executive Director.** The Executive Director (described in Article III, Section 2, below) shall serve on the Executive Committee, but shall not vote on any matters.
- ii. **Past Chair.** The Chair from the previous term shall serve as confidant and advisor to the Chair, but shall not be required to attend Executive Committee meetings.
- c. **Specified duties.** The Executive Committee shall have the following responsibilities:
 - i. Solicit and consider nominations for NC-SARA Board Members and recommend candidates to the NC-SARA Board for the Board's consideration and election.
 - ii. Solicit nominations for NC-SARA officers, Executive Committee and Finance Committee members from the full Board, and recommend candidates to the Board for its consideration and election.
 - iii. Evaluate the performance of the NC-SARA Executive Director and, in consultation with the Finance Committee, recommend his/her compensation to the NC-SARA Board prior to the beginning of each fiscal year.
 - iv. Assess evolving distance education issues and practices, review proposals or requests for substantive changes to SARA policies, procedures and agreements, and recommend any necessary or advisable changes to the Council.
 - v. Identify an auditing firm for periodic audits, receive the audits, and report findings to the Finance Committee and Board.
 - vi. Any other duties enumerated elsewhere in these bylaws or assigned to the committee by the Chair of NC-SARA.
- d. **Vacancies on the Executive Committee.** Vacancies on the Executive Committee shall be filled by vote of a majority of the remaining members of the Executive Committee. A person so elected shall serve until the next meeting of the membership of NC-SARA, at which time a special election shall be held to fill the vacancy for the remainder of the unexpired term.

ARTICLE III

Governance and Staff

Section 1: Governance

NC-SARA shall have oversight over the general operation of NC-SARA and shall delegate responsibility as set forth in section 2 below. NC-SARA shall review and approve the annual budget of all NC-SARA activities.

Section 2: Executive Director and Staff

The NC-SARA Executive Director shall be the chief executive officer of SARA and be responsible for administering the work and budget of NC-SARA, pursuant to the decisions of the Executive Committee and the full NC-SARA body. The Executive Director shall be responsible for the records and accounts of NC-SARA and oversee the work of the other staff members. The Executive Director shall be nominated by the NC-SARA Executive Committee and confirmed by

a majority vote of all NC-SARA members. The Executive Director shall attend all Executive Committee and general NC-SARA meetings, but shall not vote on any matters.

ARTICLE IV NC-SARA Meetings

Section 1: NC-SARA Meetings

- a. **Semiannual Meetings.** The full NC-SARA body shall meet at least twice per year on a specific date, time, and location designated by the Executive Director. Members shall use these semiannual meetings to receive reports on the activities and budget of the organization, assess issues related to alignment among participating regional compacts, elect the members of the Executive Committee, and take other actions consistent with the mission of NC-SARA.
- b. **Special Meetings.** Special meetings may be called by the Chair or a simple majority of the Executive Committee. A petition signed by one-third of the voting NC-SARA members may also call a special meeting.

Section 2: Meeting Procedures

- a. **Notice of Meetings.** A notice shall be sent by the Executive Director to each NC-SARA member not less than one month prior to the meeting. Special meetings may be called with less than one month's notice if necessary.
- b. **Attendance.** All NC-SARA members are required to attend, either in person or virtually, all semiannual meetings. Members have the right to attend NC-SARA meetings by telephone, videoconference, or other technology that allows for remote access to meetings. If a member cannot attend, he or she shall give timely notice to the Executive Director. If a member cannot attend, he or she may send another person in his or her place, but such representatives shall not vote nor count toward a quorum.
- c. **Quorum.** Those present at any properly announced meeting of the membership shall constitute a quorum.
- d. **Rules of Procedure.** In the event a question of order or procedure shall arise which is not covered in these bylaws, Robert's Rules of Order shall prevail.
- e. **Voting.** All issues to be voted on shall be decided by a simple majority of those present at the meetings in which the vote takes place, except for matters requiring two-thirds vote as identified and described in these bylaws.

Section 3: Action without a Meeting

- a. **Types of Eligible NC-SARA Actions.** Upon the resolution of the Executive Committee, any action that may be taken by the members at a meeting of NC-SARA may be taken through a mail ballot that shall be provided to every NC-SARA member. To go into effect, any action taken through mail ballot shall require the affirmative vote of a majority of the members.
- b. **Mail Ballot Definition.** For the purposes of this section, the term "mail ballot" shall be deemed to encompass the use of both traditional and electronic mail, provided such use shall have been authorized by the Executive Committee.

ARTICLE V

Committees, Task Forces, and Common Interest Groups

Committees, task forces, and common interest groups may be appointed from time to time and report to the Executive Director, the Executive Committee, and/or NC-SARA, as appropriate.

Section 1: Formation of Committees and Task Forces

NC-SARA may create and dissolve committees and task forces as needed to serve in an advisory capacity. With the exception of the Finance Committee and the Executive Committee, the NC-SARA Chair, in consultation with the Executive Director, shall appoint all committee and task force chairs.

Section 2: Duties of Committees and Task Forces

All approved committees and task forces shall provide an update on their activities at Executive Committee meetings, upon the Chair's or the Executive Director's request, and at meetings of the full NC-SARA membership until they complete their work or are dissolved. Any use of NC-SARA funds to support a committee or task force shall be approved by the Executive Director in consultation with the Executive Committee.

Section 3: Finance Committee

The Finance Committee shall be comprised of five members, including the Treasurer, who shall chair the Committee. The Chair of NC-SARA shall serve as an ex-officio member. The members shall include one of the four regional compact presidents, chosen by the compact presidents. Members of the Finance Committee shall be elected by NC-SARA and shall serve two-year terms. Finance Committee members shall have an option to serve an additional two-year term, with the approval of NC-SARA. The Finance Committee shall review the annual budget for SARA, developed by the Executive Director of NC-SARA in collaboration with the presidents of the four regional compacts, prior to its consideration by the Board. The Executive Committee shall identify an auditing firm for periodic audits, receive the audits, and report findings to the Finance Committee and Board.

ARTICLE VI
NC-SARA Public Communications

The Executive Director is the principal spokesperson for NC-SARA for statements concerning local, state, and national policy and other such matters related to NC-SARA's mission. Prior to making statements on matters for which NC-SARA has not taken an official position, the Executive Director shall make reasonable efforts to consult with the members of the Executive Committee and other NC-SARA members, as appropriate. The Executive Director shall share any statements made on behalf of NC-SARA in regular NC-SARA announcements.

Section 1: Written Communications

The Executive Director, in consultation with the Executive Committee and other NC-SARA members, as appropriate, may use written correspondence to voice a common concern, request clarification on a common topic, or state a consensus position on a topic or query of importance to NC-SARA. Any written communications must be shared with all NC-SARA members in a timely fashion.

Section 2: Presentations, including representation at external forums

In the course of carrying out his or her duties, the Executive Director may be asked to represent NC-SARA by giving a presentation or attending an external forum. A summary of these activities shall be shared with NC-SARA members in regular NC-SARA announcements.

ARTICLE VII
Amendments and Dissolution

Section 1: Amendments

NC-SARA may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to implement effectively its purposes, including any modifications to the bylaws that may be required under Colorado law. All amendments to these bylaws shall be approved by a simple majority vote of a quorum of NC-SARA members. Proposed amendments must be submitted to the NC-SARA Executive Director and sent out with regular NC-SARA announcements in advance of any vote.

Section 2: Dissolution

After discontinuance of business and payment of debts, any surplus funds shall be transferred as a gift and equitably divided among participating regional compacts.

ARTICLE VIII Finances

Section 1: Fund Raising

NC-SARA shall raise funds by collection and receipt of gifts of money and property, grants, contributions, donations, bequests, receipts and fees for services so long as all such funds are accepted by the Executive Committee of NC-SARA.

Section 2: Funds Collected and Received. All funds collected and received by NC-SARA, together with the income therefrom, shall be held, retained, managed, and conserved in a capital fund or funds and administered, used, and applied by the Executive Director in consultation with the Executive Committee in accordance with the mission purposes described in Article I of these bylaws. The Executive Committee may accept revenues and properties which are qualified, limited, or restricted in their use so long as such qualifications, conditions, limitations and/or restrictions shall not conflict with the mission and purposes of NC-SARA as described in Article I of these bylaws. Unless otherwise specifically required, such restricted revenues and/or property may be commingled with other funds of NC-SARA.

ARTICLE IX Application and Use of Funds

Section 1: Management of Funds

Revenues received by NC-SARA shall be held in an account or accounts in the name of NC-SARA in such location(s) as may be designated by the Executive Committee or the Chair of the Executive Committee. NC-SARA shall hold, manage, invest, and reinvest its funds in accordance with the investment policies to be developed and approved by NC-SARA and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of NC-SARA, such funds shall be utilized in accordance with the mission and purposes set forth in these bylaws. The Executive Committee may establish a committee within itself for the purpose of supervising and managing investments. All such revenues received and held by NC-SARA shall be distributed to such persons and in such amounts as NC-SARA shall deem appropriate, in keeping with the purposes of NC-SARA.

Section 2: Autonomy of NC-SARA

NC-SARA shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Executive Committee; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

Section 3: 501(c)(3) Status

Notwithstanding any other provision of these bylaws, no expenditure shall be made in any manner or for any purpose whatsoever (i) which may jeopardize the status of NC-SARA as an organization under Section 501(c)(3) of the Internal Revenue Code, and under the Colorado Revised Nonprofit Corporation Act, Title 7, Articles 121-137 of the Colorado Revised Statutes and accompanying

regulations; or (ii) which may jeopardize the status of contributions or payments by any person insofar as concerns deductions which are allowed under the provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code and accompanying regulations.

ARTICLE X Indemnification

Section 1: Authority

NC-SARA shall, to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to NC-SARA's best interests.

Section 2: Insurance

NC-SARA shall purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of NC-SARA who, while a member, officer, employee, or agent of NC-SARA, is or was serving at the request of NC-SARA as a member, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as such, whether or not NC-SARA would have the power to indemnify him against the same liability under Article 129 of the Colorado Revised Nonprofit Corporation Act.

ARTICLE XI Regulation

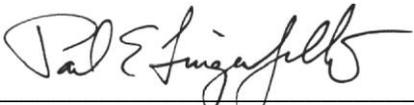
The regulation of the business and conduct of the affairs of NC-SARA shall conform to federal and state income tax laws and any other applicable federal and state law, and such regulation shall be determined by these bylaws, as they may be amended from time to time. In the interpretation of these bylaws, wherever reference is made to the United States Code, the Internal Revenue Code, the Colorado Revised Statutes, or any other statute, or to any section thereof, such reference shall encompass any future amendments, supplements, or supersession bylaws covering equivalent subject matter.

ARTICLE XII
Waiver of Notice

Except as otherwise provided by law, whenever any notice is required to be given to any NC-SARA member under the provisions of the Colorado Revised Statutes or under the provisions of the bylaws of NC-SARA, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to NC-SARA for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

CERTIFICATION

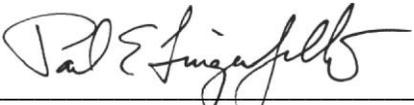
These bylaws were approved at a meeting of the National Council for State Authorization Reciprocity Agreements by a two-thirds majority vote on May 14, 2014.



Paul Lingenfelter, NC-SARA Chair

Date 6/11/2014

Modifications to these bylaws were approved at a meeting of the National Council for State Authorization Reciprocity Agreements by a two-thirds majority vote on December 1, 2015.



Paul Lingenfelter, NC-SARA Chair

Date 1/12/17