

CONAHEC Bylaws **

(Consortium for North American Higher Education Collaboration)

Article I

OFFICES

The principal office of the Consortium for North American Higher Education Collaboration (hereinafter "CONAHEC") shall be located in the City of Tucson, County of Pima, in the State of Arizona. The current address is: CONAHEC, University of Arizona, University Services Building, Room #414E, PO Box 210158, Tucson, Arizona, 85721-0158, USA. CONAHEC may have such other offices, either within or without the State of Arizona, as the General Assembly may designate or as the business of CONAHEC may require from time to time. Additional offices may be established in Mexico and in Canada, as determined by the Board of Directors.

Article II

PURPOSE

The aim of the Consortium will be to facilitate more effective communication among higher education institutions in Mexico, Canada, and the United States and between them and their counterparts in other parts of the world; to strengthen the collaborative efforts with government entities, the business sector, private organizations and among higher education institutions and organizations, in order to promote academic collaboration, scientific research and professional mobility; to extend cultural understanding among the North American countries; and, to promote a more active role of the institutions in their service to the community.

Article III

MEMBERSHIP

§ 3.1 Eligibility for membership in CONAHEC

- a) Institutions and organizations that are members of one of the following national higher education organizations in their respective jurisdictions are automatically eligible to join CONAHEC. These include:
 - i. American Association of Community Colleges (AACC)
 - ii. Association of Canadian Community Colleges/Association des collèges communautaires du Canada (ACCC)
 - iii. American Council on Education (ACE)
 - iv. Association of Universities and Colleges of Canada/L'Association des Universités et Collèges du Canada (AUCC)
 - v. Asociación Nacional de Universidades e Instituciones de Educación Superior (ANUIES)

- b) The following must be approved by CONAHEC's Board of Directors:
 - a. Institutions not affiliated with one of the organizations listed in 3.1a or 3.1b.
 - b. Organizations such as state systems of higher education, NGOs, businesses and business associations, government agencies, and higher education associations.
 - c. Other entities.
- c) In addition, those post-secondary institutions of higher education that are accredited by a U.S. regional accrediting agency or by FIMPES, the Federación de Instituciones Mexicanas Particulares de Educación Superior, are also eligible for CONAHEC membership.
- d) Members from outside the North American region must be accredited by the appropriate authority in their country of origin.

3.2 Categories of Membership

- a) North American Members. This category designates regular paying members located in the North American region.
- b) Affiliate Members: This category designates regular paying members located outside the North American region. These members do not have voting privileges.
- c) Associate Members. This category designates organizations or institutions with whom CONAHEC has established an agreement to exchange membership, services or special arrangements. These members do not have voting privileges.
- d) Special Members. This category may include the national higher education organizations in Canada, the United States and Mexico as listed in 3.1 above. Special members are not dues paying members, but each agency's representative will be an ex-officio member of the Board of Directors.
- e) Honorary Members. This category designates organizations or institutions selected by the Board of Directors in recognition of their important support and/or endorsement of CONAHEC.
- f) Other categories of members as determined by the Board of Directors.

Article IV

THE GENERAL ASSEMBLY

§ 4.1 General Assembly. The General Assembly will be composed of: the institutional representatives of member institutions. It will be the General Assembly's duty to elect the members of the Board of Directors. It will also be the duty of the General Assembly to approve and amend bylaws, as well as to approve the annual budget of CONAHEC as previously approved by the Board of Directors. Detailed minutes of each Assembly meeting shall be recorded, and approved by the members in the following meeting. Only regular members in good standing may vote. "Good standing" is defined as having paid dues for the current year.

Article V

MEETINGS

§ 5.1 Annual Meeting. The annual meeting of the Members (or the General Assembly) shall be held each year, beginning with the academic year 2000, at such time as shall be fixed by the Board of Directors. The meeting will be held for the purpose of electing representatives of the Board of Directors and for the transaction of such other business as may come before the meeting. If the election of the Board of Directors is not held on the day designated for any annual meeting of the Members, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as convenient.

§ 5.2 Special Meetings. Special meetings of the Members, for any purpose or purposes by statute, may be called by the President, the Board of Directors, or by the General Assembly, and shall be called by the President at the request of the twenty-five percent of all the members of the General Assembly.

§ 5.3 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting.

§ 5.4 Voting. Each Member shall be entitled to one vote for each matter submitted for vote. Voting can be conducted at meetings, by mail, by fax or by other electronic means, as authorized by the Board of Directors.

§ 5.5 Rights and Obligations. All voting members have the right to: be elected to serve on the Board of Directors; submit petitions, initiatives or complaints to the Board of Directors; and, attend the General Assembly and vote on any issues presented in the Assembly. Members have the obligation to: attend (personally or by means of proxy) the General Assembly as stated in these Bylaws; fulfill the duties for which he/she was elected by the General Assembly or by the Board of Directors; comply with the agreements and resolutions taken by the consortium, and fulfill the duties assigned; and, collaborate to fulfill the aims and objectives of the consortium.

Article VI

BOARD OF DIRECTORS

§ 6.1 Board of Directors. The Board of Directors will include: 1) four representatives of each country, elected by that country's members and confirmed by the General Assembly; 2) the Executive Vice President (also known as the Executive Director of CONAHEC), who will also function as the Secretary and Treasurer of CONAHEC; and 3) ex-officio members as per Section 6.2 of Article VI.

The Board of Directors will elect among its members one President and two Vice Presidents.

The Board of Directors will be chaired by the President, or by one of the vice presidents in his/her absence.

§ 6.2 Ex-officio members. Representatives of the national higher education organizations in Canada, the United States and Mexico (as listed in 3.1) will serve as ex-officio members to the Board of Directors. In the future, the Board of Directors may decide to invite additional representatives of organizations who share CONAHEC's objectives, to participate in this capacity as well.

§ 6.3 Authority. The Board of Directors, when the General Assembly is not in session, shall have and may exercise all of the authority of the General Assembly except with respect to approval or amendment of bylaws.

§ 6.4 Tenure and Qualifications. Each member of the Board of Directors shall hold office for two years and may be eligible for appointment for an additional two-year term. Appointments to the Board of Directors are directly linked to that individual's institutional affiliation. In the event that the member must leave his/her institution, his/her successor shall be designated by the member institution.

§ 6.5 Meetings. Regular meetings of the Board of Directors may be held at such times and places as the Board of Directors may fix from time to time by resolution. Meetings may be held by telephone conference call or other electronic means. Two weeks' notice of such meetings must be given. Special meetings of the Board of Directors may be called by any member thereof upon not less than two weeks notice stating the place, date and hour of the meeting, which notice must be written (including by electronic means). The notice of a meeting of the Board of Directors need not state the business proposed to be transacted at the meeting.

§ 6.6 Special Committees. The Board of Directors may establish ad hoc or permanent committees to work on specified issues relating to CONAHEC business, and may include Finance, Nominating, Membership and Awards committees.

§ 6.7 Vacancies. Any vacancy in the Board of Directors must be filled by a resolution adopted by the Board of Directors.

§ 6.8 Resignations and Removal. Any member of the Board of Directors may be removed at any time with cause by resolution adopted by a majority of the full General Assembly. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the President or Secretary of CONAHEC, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VII

QUORUM

§ 7.1 Quorum. A majority of the Membership, in the General Assembly or the Board of Directors shall constitute a quorum for the transaction of business at any meeting thereof, and actions must be authorized by the affirmative vote of a majority of the members present or officially represented at a meeting at which a quorum is present. In the case that a quorum is not present, the meeting may continue, but cannot take official action.

In the absence of a quorum, the Board of Directors at a specially called meeting may ask the membership to vote by mail, fax or other electronic means.

§ 7.2 Manner of Acting. The act of the majority of the Membership, the General Assembly or the Board of Directors present at a meeting at which a quorum is present shall be that body.

§ 7.3 Action Without a Meeting. Any action required or permitted to be taken by the General Assembly at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by two-thirds of the General Assembly.

Article VIII

OFFICERS

§ 8.1 Number. The Officers of CONAHEC shall be a President, two Vice-Presidents (one of whom will be President Elect), and an Executive Vice President (also known as the Executive Director of CONAHEC), who will serve as the Secretary/Treasurer. The President and the two Vice Presidents shall be appointed by the members of the Board of Directors; they must be members of the Board of Directors.

§ 8.2 Election and Term of Office. The Officers of CONAHEC shall be elected biannually by the Board of Directors.

§ 8.3 Removal. Any Officer or agent may be removed by the General Assembly whenever in its judgment the best interests of CONAHEC will be served thereby.

§ 8.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

§ 8.5 President. The President shall be the Principal Executive Officer of CONAHEC and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of CONAHEC. He/She shall, when present, preside at all meetings of the Members and of the General Assembly. He/She may sign, with the Executive Vice President or any other proper Officer of CONAHEC authorized by the General Assembly, certificates for membership in CONAHEC or other instruments which the General Assembly has authorized to be executed.

§ 8.6 Vice-Presidents. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President who is the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the absence of the President and the President-Elect, the second Vice President shall perform the duties described herein. Any Vice-President may sign, with the Executive Vice President, certificates for membership in CONAHEC; and shall perform such other duties as from time to time may be assigned to him/her by the President or by the General Assembly.

§ 8.7 CONAHEC Executive Vice-President. This individual will serve as Chief Operating Officer of CONAHEC and fill the offices of Secretary and Treasurer, as set forth below. Currently this position is affiliated to the University of Arizona where CONAHEC headquarters are located. The Executive Vice-President shall be designated by the Board of Directors.

§ 8.8 The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors and of the General Assembly; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of CONAHEC; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) sign with the President, or a Vice-President, certificates for membership in CONAHEC; and (f) other duties incidental to the office of Secretary assigned to him/her by the Board of Directors or by the General Assembly.

§ 8.9 The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of CONAHEC; (b) receive and give receipts for moneys due and payable to CONAHEC from any source whatsoever, and deposit all such moneys in the name of CONAHEC in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) other duties incidental to the office of Treasurer assigned to him/her by the Board of Directors or by the General Assembly. If required by the General Assembly, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the General Assembly shall determine.

§ 8.10 Salaries. The salary of the Executive Vice President shall be determined from time to time by the Board of Directors.

Article IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

§ 9.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CONAHEC, and such authority may be general or confined to specific instances.

§ 9.2 Loans. No loans shall be contracted on behalf of CONAHEC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

§ 9.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CONAHEC shall be signed by such Officer or Officers, agent or agents of CONAHEC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

§ 9.4 Deposits. All funds of CONAHEC not otherwise employed shall be deposited from time to time to the credit of CONAHEC in such banks, trust companies or other depositories as the Board of Directors may select.

Article X

FISCAL YEAR

The fiscal year of CONAHEC shall coincide with the University of Arizona's fiscal year, and begin on the first day of July and end on the thirtieth day of June.

Article XI

OFFICIAL LANGUAGES

The official languages of communication of CONAHEC shall include French, Spanish and English. The consortium will strive to conduct its meetings using the official language(s) of the region or country where the meeting is being held.

Article XII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the General Assembly at any regular or special meeting.

HISTORICAL APPENDIX

CONAHEC was officially founded in 1997. The founding members were:

CANADA

University of British Columbia (UBC)*
University of Regina (UR)
Mount Royal College (MRC)
Écoles des Hautes Études Commerciales de Montréal (HEC)
University of Manitoba (UM)

MEXICO

Asociación Mexicana para la Educación Internacional (AMPEI)*
CETYS Universidad (CETYS)
Instituto Tecnológico de Ciudad Juárez (ITCJ)
Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM)
Sistema de Universidades Tecnológicas de México (UT)
Universidad Autónoma de Baja California (UABC)*
Universidad Autónoma de Ciudad Juárez (UACJ)
Universidad Autónoma de Nuevo León (UANL)
Universidad Autónoma de San Luis Potosí (UASLP)
Universidad Autónoma de Tamaulipas (UAT)
Universidad de Guanajuato (UG)
Universidad de las Américas, Puebla (FUDLAP)
Universidad de Sonora (UNISON)
Universidad La Salle (ULSA)
Universidad Nacional Autónoma de México (UNAM)
Universidad Veracruzana (UV)

UNITED STATES

California State University System (CSUS)*
Maricopa Community College District (MCC)
New Mexico State University (NMSU)
Pima Community College District (PCC)
San Diego Community College District (SDCCD)
Texas A&M International University (TAMIU)
University of Arizona (U of A)*
University of Massachusetts at Amherst (UMASS)
University of Missouri System (UM)
University of Montana (UM)
University of New Mexico (UNM)
University of Texas at El Paso (UTEP)
Western Governors University (WGU)
Western Interstate Commission for Higher Education (WICHE)*

* Designates Originators, or those six institutions that participated as partners early on when the Consortium was first known as the "WICHE/AMPEI U.S.-Mexico Educational Interchange Project" which was founded in 1993. These institutions co-signed the 1997 invitation to the founding members of CONAHEC.

** Approved by the General Assembly of CONAHEC in San Diego on February 10, 2001 in San Diego, California.

VERSION: Wednesday, April 25, 2007

