

**THE NATIONAL CATHOLIC COLLEGE ADMISSION ASSOCIATION
(The National CCAA)
CONSTITUTION**

ARTICLE I

The name of this membership organization will be The National Catholic College Admission Association. It will be referred to hereinafter as The National CCAA. The National CCAA is a nonprofit organization, exempt under Section 501(c) (3), Employer ID Number 22-2811383.

ARTICLE II

Section 1.

The purpose of The National CCAA shall be to promote the welfare of Catholic higher education through the development of positive relationships among the membership, Catholic educational agencies, secondary educational institutions, their students and families. The National CCAA is a non-profit organization of Catholic colleges and universities committed to serving students, parents and counselors in the transition from high school to college.

Section 2.

The purpose shall be achieved by encouraging various partnerships and cooperative efforts that serve to reinforce and sustain the relationships and interaction among Catholic higher education and secondary institutions. This will include the website (catholiccollegesonline.org), the annual Catholic Colleges Reception, consortium travel, research, and other means of communication.

ARTICLE III

Section 1.

There shall be two categories of membership. One that shall be open to all Catholic postsecondary institutions as voting members and one for Catholic secondary high schools as non-voting members.

Section 2.

Each member institution will be granted one institutional vote to be cast by the person designated as the institutional representative.

Section 3.

Membership fees for a one-year budget cycle shall be assessed in an amount determined by the Board of Directors. The funds so derived shall be used to defray the operating expenses of The National CCAA.

ARTICLE IV

Section 1.

The Executive Board of The National CCAA shall consist of a Past President, President, President-elect, Secretary and Treasurer. The Executive Director will serve a three year term. The President will serve for one year and upon completing the Presidential year, immediately become Past President and serve for one additional year. The President-elect will serve for one year and then succeed as President in the following year. A Secretary and Treasurer will serve for three years.

Section 2.

There shall be a Board of Directors composed of an Executive Director who is appointed by the Board of Directors and serves in an ex officio capacity, elected national officers, regional coordinators representing the membership in various regions of the country, an at-large member, and two representatives from Catholic secondary schools. The President-elect in consultation with the Executive Board appoints the coordinators and the secondary school representatives. The regional coordinators and at-large member shall serve three-year terms and the secondary school representatives shall serve alternating two-year terms.

ARTICLE V

Section 1.

The National CCAA annual membership meeting will be held in conjunction with the National Association for College Admission Counseling (NACAC) annual conference.

Section 2.

The Board of Directors shall meet three times per year including the annual membership meeting. Additional meetings may be called at the discretion of the Executive Board.

Section 3.

The President, on his/her own motion and initiative, may call a special meeting of The National CCAA at any time. On written application of one-third of the membership in good standing setting forth the objects and reasons therefore, the President must call a special meeting. Notice of the special meeting shall be sent to all members and shall indicate the purpose for which called. This meeting may take place either at a physical location or via electronic means.

Section 4.

One-tenth of the membership in good standing shall constitute a quorum for the transaction of business. The majority of those voting will determine the issue. Abstentions will be counted as non-votes.

ARTICLE VI

Section 1.

The National Office shall be located, staffed, and funded as determined by the Board of Directors.

Section 2.

All permanent records, books, and property shall be maintained and archived at the National Office of The National CCAA or at a location determined by the Board of Directors.

Section 3.

All funds and designated financial records will be maintained and supervised under the custody of the President, Executive Director and Treasurer.

ARTICLE VII

Section 1.

An amendment to this Constitution may be proposed in writing to the Secretary by a member or members in good standing. The proposal shall be considered at the next annual meeting of The National CCAA or forwarded to the voting members of individual member institutions in good standing, should the annual meeting be more than three months in the future.

Section 2.

An amendment may also be proposed at the annual meeting, or at a special meeting, if a majority of voting members present consider it warrants submission to the general membership.

Section 3.

This Constitution may be amended by a two-thirds vote of the members in good standing present at the annual meeting or by two-thirds of the members in good standing whose ballots are returned to, and received by, the National Office within 30 days from the date of issuance.

Section 4.

A secret ballot shall be prepared and made available to the voting members of the individual institutions in good standing either at the annual meeting or by regular mail between annual meetings.

ARTICLE VIII

All Board Members must sign a conflict of interest policy stating that they understand they must disclose any activities, interests, and professional affiliations which are, or may appear to be, in conflict with their duties and responsibilities to the National CCAA. The policy also asks the Board Members to not engage in any activities or maintain any relationships that are in conflict with the responsibilities they have to the National CCAA unless fully disclosed.

BY-LAWS

ARTICLE I

Section 1.

It shall be the duty of the President to be present at all meetings and to perform all the duties usually pertaining to this office.

In addition, it shall be the duty of the President:

- a. To act as the official representative of The National CCAA and lead all activities and projects of the organization.
- b. To officially address and receive, except as otherwise herein provided, all communications in the name of The National CCAA.
- c. To give due advance notice of all meetings to all members and create the agenda for said meetings.
- d. To oversee the Executive Director and conduct an in-person annual performance review during the June board meeting.
- e. To prepare and give an annual report at the annual membership meeting, with the help of the Board of Directors.
- f. To provide an orientation for new board members at their first Board meeting.
- g. To perform other duties as determined by the Board of Directors.

Section 2.

It shall be the duty of the President-elect to support and assist the President with his/her given duties.

In addition, it shall be the duty of the President-elect:

- a. To perform all duties of the President, in his/her absence.
- b. After consultation with and approval of the Executive Board, appoint new regional coordinators and secondary school representatives to replace those rotating off the Board of Directors.
- c. To actively participate on one of the National CCAA standing committees.

- d. To perform other duties as determined by the Board of Directors.

Section 3.

It shall be the duty of the Past-President to support the President in his/her duties, and serve as counsel to the entire Board of Directors. In addition, it shall be the duty of the Past-President:

- a. To chair a nominating committee, made up of the President and the President-elect, to prepare a slate of candidates for the annual election.
- c. To review and maintain The National CCAA Constitution and By-Laws.
- d. At the discretion of the President and President-Elect, serve in an advisory capacity on long-range, strategic planning for the Association.
- e. To actively participate on one of the National CCAA standing committees.
- f. To perform other duties as determined by the Board of Directors.

Section 4.

It shall be the duty of the Secretary:

- a. To attend all meetings and to make regular entries in a book of minutes, to be kept by him/her and the Executive Director for that purpose, of all proceedings of such meetings and the names of all members who attend.
- b. To distribute the minutes to the Board of Directors following each meeting.
- c. To work with the Past-President to keep the Constitution and By-Laws current.
- d. To actively participate on one of the National CCAA standing committees.
- e. To perform other duties as determined by the Board of Directors.

Section 5.

It shall be the duty of the Treasurer:

- a. To coordinate, with the Chairperson of the Membership Committee and the Executive Director, the notification of all members and prospective members regarding the dates on which participation fees (membership/website fees) become due and payable and the amount thereof.

- b. Along with the Executive Director, keep regular accounts of all receipts and disbursements in suitable books provided for that purpose which shall be open at all reasonable times for inspection by any officer and member in good standing.
- c. To prepare and to submit at the Annual Meeting, an annual report, a copy of which shall be furnished to the Secretary on or before the date of the Annual Meeting. This report shall reflect the condition of The National CCAA as of the 30th day of the month immediately prior to the Annual Meeting.
- d. To actively participate on one of the National CCAA standing committees.
- e. To perform other duties as determined by the Board of Directors.

Section 6.

It shall be the duty of the Regional Coordinators and At-Large Member:

- a. To personally communicate with the appropriate admission/enrollment liaison of the Catholic colleges and universities in that region in order to promote membership, sponsorship, and website participation.
- b. To maintain contacts with Catholic secondary school counselors to promote coordinated recruitment activities and support of Catholic higher education.
- c. To attend all meetings of the Board of Directors and to report on relevant regional issues in the process of transition from secondary schools.
- d. To actively participate on one of the National CCAA standing committees.
- e. To perform other duties as determined by the Board of Directors.

Section 7.

It shall be the duty of the Secondary School Representatives:

- a. To represent a secondary school perspective within the Board of Directors.
- b. To attend and participate in all meetings of the Board of Directors.
- c. To plan and coordinate the annual reception during NACAC.
- d. To actively participate on one of the National CCAA standing committees.
- e. To perform other duties as determined by the Board of Directors.

Section 8.

It shall be the duty of the Executive Board:

- a. To serve as advisors to the President in the interpretation and execution of the Constitution and By-Laws.
- b. To do all things deemed by it to be necessary, or expedient, to control and manage the affairs and to protect the interests of the general membership as such.
- c. To consider all matters brought to its attention by a member or members and to place same on the agenda of the Annual Meeting or any special meeting.
- d. To fill a vacancy on the Executive Board, except that of the President, until the next annual meeting.
- e. To serve as the organization's Audit Committee to ensure the financial stability of the organization.

Section 9.

It shall be the duty of the Executive Director:

- a. To maintain the database for all Catholic colleges and universities, to include the membership status in the National CCAA and website sponsorship, as well as, all Catholic and selected public and private high schools and independent counselors.
- b. To furnish the Chairperson of the Membership Committee with current, accurate data concerning the status of each member institution with regard to payment of all financial obligations including dues and/or assessments.
- c. To prepare, sign, and remit checks for all expenditures of and on behalf of the National CCAA to respective individuals and agencies, as approved by the Board of Directors.
- d. To annually coordinate with the National CCAA tax consultant the filing with the Internal Revenue Service of any and all forms necessary to comply with the organization's nonprofit status.
- e. To coordinate the layout, publication and distribution of the mailings for the membership drive, annual reception and meeting invitation, surveys and other projects as directed by the Board.

f. To coordinate regional admission surveys, as requested by the Board of Directors, and distribute findings to the Board, and as appropriate, to the general membership.

g. In consultation with the Executive Board, select the site of the annual meeting, and make the necessary arrangements to carry out that meeting.

h. To receive and to deposit in an account in the name of The National CCAA in a sound and well-established banking institution to be approved by the Executive Board, all monies, funds, and credits of or on behalf of The National CCAA.

i. To obtain, keep and produce, if called upon to do so by any member in good standing, vouchers covering all disbursements wherever it is possible and practical to obtain them.

j. To provide semi-annual accounting of duties and activities to be distributed and reviewed by the Board of Directors.

k. To assist with and coordinate various projects and activities on behalf of The National CCAA, as deemed necessary and appropriate by the Board of Directors.

l. To negotiate membership contracts with potential members.

m. To act as an ex officio member of the Executive Board and the Board of Directors.

ARTICLE II

Section 1.

A nominating committee chaired by the Past-President and made up of the Past-President, the President, and the President-Elect, shall prepare a slate of nominees for election to the Executive Board. Election of the officers previously mentioned in this Article shall be conducted by mail, facsimile or email ballot allowing for additional nominations by the designated voting members of institutions in good standing. Those individuals of member institutions in good standing at the time such ballots are counted who have received the majority number of votes for each of the offices referred to, shall be elected to those offices respectively.

Section 2.

All successful candidates for election to the Executive Board shall be announced at the close of the Annual Meeting and will assume office at the next scheduled board meeting.

Section 3.

Regional coordinators and secondary school representatives shall assume duties in January or June following initial appointment.

Section 4.

No one shall be eligible to hold office except members representing institutions in good standing.

Section 5.

Should the President resign or his/her office otherwise become vacant during the term for which he/she was elected, the President-Elect shall immediately succeed to that office and the Executive Board shall elect and appoint a member in good standing to assume the office of President-Elect and to serve as such until the next annual meeting for which the President-Elect was elected. Any vacancy occurring in the office of Secretary or Treasurer shall be filled by the Executive Board in a similar manner.

Section 6.

The Executive Director shall be selected by a vote of the Board of Directors. He/She shall serve for a term of three years with a review to occur annually. At the end of each three year term the Board of Directors can vote to extend the term for an additional three years. Should the Executive Director wish to resign the position he/she must notify the Board of Directors in writing three months prior to his/her departure.

The Executive Director, as well as any other employees of the Association, shall be guided by and protected by the terms and protections in the Employment Handbook of the Association.

ARTICLE III

Section 1.

An amendment to these By-laws may be proposed in writing to the Secretary by a member or members in good standing. The Board of Directors shall consider the proposal and if, by a majority vote of those directors present, the Board considers that it warrants submission to the general membership and vote to so submit it, the proposal shall be considered at the next annual meeting of The National CCAA or forwarded to the voting members of individual member institutions in good standing, should the annual meeting be more than three months in the future.

Section 2.

An amendment may also be proposed at the annual meeting, or at a special meeting, if a majority of voting members present consider it warrants submission to the general membership.

Section 3.

These By-laws may be amended by a two-thirds vote of the members in good standing present at the annual meeting or by two-thirds of the members in good standing whose

ballots are returned to, and received by, the National Office within 30 days from the date of issuance.

Section 4.

A secret ballot shall be prepared and made available to the voting members of the individual institutions in good standing either at the annual meeting or by regular or electronic mail between annual meetings.

ARTICLE IV

Roberts Rule of Order shall be the parliamentary authority and shall govern all matters not covered specifically or by necessary implication by the Constitution and By-Laws of The National CCAA.

ARTICLE V

These By-Laws may be suspended in case of emergency by the unanimous vote of the Executive Board. They may be suspended at a special meeting under the same conditions but only with the approval of the Executive Board.