



REVISED AND ADOPTED

Bylaws

Cooperating Raleigh Colleges

Adopted November 29, 2012

By the

Board of Directors

Prior Bylaws Revisions
December 2, 1999

Constitution and Bylaws Adopted
November 5, 1968

**CONSTITUTION AND BYLAWS
OF
COOPERATING RALEIGH COLLEGES**

Article I – Name, Purpose, Mission, and Location

Section 1. Name. The name of this voluntary nonprofit unincorporated association of colleges and universities shall be “Cooperating Raleigh Colleges” (CRC).

Section 2. Purpose. The purposes of the CRC shall be to develop and conduct cooperative educational activities within and among the educational institutions which are members.

Section 3. Mission. The mission of the CRC is to:

- Build on the strengths and opportunities derived from sharing the same community.
- Build on the uniqueness and power of our particular combination of institutions.
- Communicate the combined value of the member institutions to the community and positively connect the campuses and the community.
- Stimulate problem-solving for shared challenges on and off the campuses.
- Function as a clearinghouse for information and resource sharing and a convening for shared interests.
- Work on behalf of students, faculty or staff members in two or more institutions with an emphasis on projects with specific goals and outcomes.

Section 4. Location. The CRC will be located in Raleigh, North Carolina. The principal office is currently at 3800 Hillsborough Street, Raleigh, NC 27607.

Article II – Membership

Section 1. New Members. Any college or university in Raleigh, North Carolina, or its immediate environs may become a member of Cooperating Raleigh Colleges, upon approval by two-thirds vote of all the Directors of CRC, provided that the institutions:

- Shall be accredited by the Southern Association of Colleges and Schools (SACS) or such other accrediting body as may be approved by the Directors.
- Contribute appropriately to the quality and effectiveness of CRC programs and services through a substantial presence in the Raleigh area; and
- Accept fiduciary obligations, as determined by the Board.

Section 2. Resignation. Membership shall be wholly voluntary and any college or university may withdraw at any time from membership at the end of any fiscal year upon written notice to the CRC. The resignation from membership by a college or university shall require notification no later than the preceding December 1 and shall also require the fulfillment of all membership obligations, including fiduciary obligations, in force at the time of the resignation.

Section 3. Nonmember Affiliates. Nonmember Affiliate status may be granted upon application and approval by a two-thirds vote of the full Board of Directors to those organizations not eligible for full membership provided that such organizations:

- Contribute appropriately to the quality and effectiveness of consortium programs and services, and
- Accept such fiduciary obligations as may be determined by the Board of Directors.

Article III – Directors, Officers, and Executive Director

Section 1. Eligibility and Powers. The policies and affairs of the CRC shall be determined and managed by a Board of Directors, which shall consist of the President or Chancellor or senior level designee from each member college or university and the annual Chairperson of the Chief Academic Officers (CAOs), Chief Financial Officer (CFOs) and Chief Student Services Officers Committees. The Board of Directors shall hire the Executive Director, prescribe salaries, adopt and revise budgets, and otherwise manage and control the affairs of the CRC.

Section 2. Officers and Director. The officers of the CRC shall be a President, a Vice-President, and a Secretary. The President and Vice-President shall be elected annually from the Board of Directors and must be a President or Chancellor of a CRC member school. The Board of Directors shall employ a suitable person to be the Executive Director of the CRC, who shall be the executive officer of this organization and who shall also be the Secretary. The Executive Director shall serve at the pleasure of the Board of Directors, shall supervise and direct the affairs of the CRC, and shall perform such functions and duties as may be prescribed by the Board. The President, the Vice-President, and the Secretary shall have such powers and duties as are customarily incident to such offices. The President and Vice-President shall each be elected by the Board of Directors for a term of two years and shall hold office during such term and until their respective successors shall have been elected and installed.

Article IV – Committees

Section 1. Executive Committee. There shall be an Executive Committee, composed of the President, the Vice-President, and the Executive Director of the CRC, which shall have authority to act for the board of Directors between the meetings of the Board except for items reserved to the Board of Directors by this Constitution and Bylaws. The Board of Directors may limit the powers of the Executive Committee by resolution properly adopted.

Section 2. Operations Committee. There shall be an Operations Committee, composed of one person appointed by the president or chancellor of each member campus, which shall work closely with the CRC Executive Director to coordinate ongoing programs and propose new ones to the Board of Directors. This group does not have voting powers but serves in a liaison role between the Board of Directors and the CRC Executive Director. Operations Committee members will serve two-year terms, renewable at the discretion of the appointing president or chancellor.

Section 3. Other Committees. The Board of Directors may create and establish such Committees as the Board shall from time to time determine; and in its discretion may discontinue any such Committees. Committees may include Chief Academic Officers Committee, the Chief Financial Officer Committee and the Chief Student Services Officers Committee. The duties and functions of such Committees shall be defined and determined by the Board of Directors and/or the Executive Director.

Section 4. Quorum. A majority of any Committee shall constitute a quorum for the transaction of business and at any meeting at which a quorum is present, a majority of those present shall determine all matters brought before the meeting.

Section 5. Reports. Minutes of all proceedings of each Committee shall be maintained and copies thereof shall be made available to each member of the Board of Directors after such Minutes shall have been approved by the Committees.

Article V – Meetings

Section 1. Number. The Board of Directors shall hold at least two meetings each year, one in the autumn and one in the spring. Special meetings may be called by the President, the Executive Director, or by any two members of the Board. Board members shall be notified in writing of the date, time, and place of each meeting – seven days prior notice of each regular meeting; two days prior notice of each special meeting.

Section 2. Quorum and Voting. Except as otherwise specifically required by law or by the charter or by these Bylaws, a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors and, at any meeting at which a quorum is present, a majority vote of the Directors present shall be sufficient to authorize any corporate action. Any action may be taken without a meeting of the Directors by unanimous written consent of the Directors, including electronically. Directors may not vote by proxy but may participate in a meeting via telecommunications equipment whereby all of the Directors have the ability to hear and converse with one another.

Article VI – Financial Affairs

Section 1. Fiscal Agent. Any member college or university may act as fiscal agent for the CRC receiving and disbursing funds as approved by the Executive Director in accordance with the budget adopted by the Board of Directors. The Directors shall designate the fiscal agent, which at the time of the approval of this Constitution and Bylaws is Meredith College. The Directors may from time to time approve an appropriate fee to the fiscal agent for services to cover the cost of materials, staff, audit, and any other expenses directly related to serving the fiscal affairs of the CRC.

Section 2. Funds Deposited with Fiscal Agent. All contributions and grants of funds from the use and benefit of the CRC shall be deposited with the fiscal agent of this organization.

Section 3. Annual Contribution by Members. The colleges and universities which are members of the CRC shall annually (prior to the first day of September) mutually agree upon the contributions which such members respectively will contribute during the ensuing college year for the use of the CRC in carrying out the purposes of this organization. Such contributions may be payable in two installments, the first installment in the amount of one-half of the total contribution pledged shall be paid not later than September 15th, and the remaining one-half shall be paid not later than January 1st.

Section 4. Audit. All financial records of this organization shall be subject to the auditing procedures normally followed by the fiscal agent. The Executive Director shall submit an annual financial report to the Board of Directors at each regular autumn meeting covering receipts and disbursements for the previous college year.

Section 5. Dissolution. In the event of dissolution of Cooperating Raleigh Colleges, all assets of the organization shall belong to and be distributed equally among the then member institutions for exclusively educational or charitable purposes.

Article VII – General Provisions

Section 1. Fiscal Year. The fiscal year of the CRC will be July 1st to June 30th.

Section 2. Independent Arrangements Within Cooperating Raleigh Colleges. Nothing in this Constitution and Bylaws is intended to prevent the continued opportunity for any of the cooperating institutions to make voluntary arrangements between or among themselves.

Section 3. North Carolina Law. All matters and things not specifically mentioned herein shall be governed and controlled by the North Carolina Nonprofit Corporation Act in Chapter 55A of the General Statutes of North Carolina.

Section 4. Indemnification. It shall be the policy of the CRC to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the CRC, and persons who serve or have served at the request of the CRC as Directors, officers, partners, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable costs and expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 5. Amendments. The Constitution and Bylaws may be amended by the affirmative votes of two-thirds of the members of the Board of Directors present at a regular or special meeting, provided that written notice of proposed amendments is submitted to each member of the Board at least fourteen days prior to the date of the meeting at which action is to be taken thereon.