

BYLAWS
of
VIRGINIA COLLEGE ACCESS NETWORK

Effective: April 29, 2020

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ARTICLE I

MEMBERS

Section 1. Number. The number of members shall be unlimited.

Section 2. Qualifications. Members shall be individuals, or entities, whose interests and objectives are consistent with the purposes of the corporation. Upon receipt of application and membership fees, as determined by the Board of Directors, an individual or entity shall be considered a member of the corporation.

Section 3. Applications. Applications for membership shall be in writing and shall be in such form and contain such information as the directors may deem appropriate.

Section 4. Representatives. Each member, other than a member who is an individual, shall by written notice to the board of directors, the President or the Secretary, designate as its representative an individual who shall be authorized to act on behalf of such member. An entity may, at any time, by written notice to the board of directors, the President or the Secretary, remove any representative designated by such member and designate a replacement for or successor to the same.

Section 5. Terms. The terms or periods of membership of members shall be such terms as may be prescribed by the directors, or if no such terms are prescribed, until such time as members resign, be disqualified or be expelled.

Section 6. Dues. Members shall pay such membership dues, fees and other charges as may be prescribed and assessed by the directors.

Section 7. Membership Certificates. The corporation may, but need not, issue membership certificates to members. Each membership certificate issued by the corporation shall be executed in the name of the corporation by the President.

Section 8. Memberships Not Transferable. Memberships shall not be transferred or assigned.

Section 9. Resignation. Members may resign at any time by written notice delivered to the board of directors, the President or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 10. Disqualification. A member who fails to meet or satisfy any qualifications of membership or to pay, when due, any membership dues, fees or other charges prescribed and assessed by the directors shall be disqualified.

Section 11. Expulsion. A member may be expelled, with or without cause, by the affirmative vote of a majority of the directors.

Section 12. Annual Meetings. An annual meeting of the members shall be held each year after the date of the annual meeting of the directors for the purposes of announcing the directors and officers elected or appointed at the annual meeting of the directors and transacting such business as may properly come before the meeting. Annual meetings of the members shall be held on such dates and at such times and places as shall be designated by the directors.

Section 13. Special Meetings. Special meetings of the members shall be held on the call of the President or one-third of the directors. Special meetings of the members shall be held on such dates and at such times and places as shall be designated by the person or persons calling the same.

Section 14. Place of Meetings. Meetings of the members shall be held at such place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

Section 15. Notice. Notice of the date, time and place of each meeting of the members, and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given to each member not less than ten days prior to the date of the meeting. Notice to a member shall be in writing and shall be deemed given and received when delivered or mailed by first class mail, electronic mail, or facsimile to a member or to the representative of a member at the address of such member or representative as reflected in the membership records of the corporation or by internet posting

Section 16. Conduct of Meetings. The President, or in his absence a Vice President, shall act as chairman of and preside over meetings of the members. If no such officer is present, the meeting shall elect a chairman. The Secretary shall act as the secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 17. Procedure at Meetings. The procedure at meetings of the members shall be determined by the chairman.

ARTICLE II

DIRECTORS

Section 1. General Authority. All corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of, the directors.

Section 2. Qualifications. Each director shall be a member or a representative of a member of the corporation. One director, other than directors appointed in the manner provided herein and any ex officio director, shall be an access program practitioner associated with a postsecondary outreach or early intervention program whose purpose is to encourage and assist students to access, enroll, succeed and persist in postsecondary experiences. As established in the Articles of Incorporation, one director shall be appointed by the State Council of Higher Education for Virginia (SCHEV), and one director shall be appointed by the guaranty agency that, in accordance with the provision of the Higher Education Act of 1965, as amended, administers a student loan guarantee program in the Commonwealth of Virginia.

Section 3. Terms. Directors shall serve no more than two consecutive terms. A term of service for a Director is three years. After six years of service, a Director must take a one year absence from the Board, and can then be nominated for service again.

Section 4. Board Responsibilities Document. At the first meeting of the year, members must sign the Board Responsibilities document, which outlines the duties and responsibilities of all Directors on the Board.

Section 5. Meetings.

(1) Annual Meetings. An annual meeting of the directors shall be held prior to the annual meeting of the membership each year for the purposes of appointing or electing directors, appointing officers and transacting such other business as may properly come before the meeting. The time of the annual meeting shall be designated by the board of directors.

(2) Regular Meetings. Regular meetings of the directors may be held at such times as the board of directors may designate from time to time.

(3) Special Meetings. Special meetings of the directors may be held at any time at the call of the President or any two of the directors.

(4) Place of Meetings. Meetings of the directors shall be held at such place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

(5) Notice of Meetings. The Secretary of the Corporation shall give notice of the date, time and place of each meeting of the directors and, in the case of an annual meeting or a special meeting, the purpose or purposes of the meeting, to each director not less than seven days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given and received when delivered or mailed by first class mail, electronic mail, or facsimile to the director at the director's address as reflected in the records of the corporation.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

(6) Waiver of Notice. Notice of any meeting of the directors may be waived before or after the date and time of the meeting in writing, and signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

(7) Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken by all of the directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

(8) Conduct of Meetings. The President, or in his absence a Vice President, if any, shall act as chairman of and preside over meetings of the directors. If no such officer is present, the directors present at the meeting shall elect a chairman. The Secretary, or in his absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

(9) Procedure at Meetings. Meetings shall be guided by specific parliamentary procedure as adopted by the Board of Directors.

(10) Participation by Telephonic or Electronic Conference.

The board of directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of telephone or any other means of electronic communication by which all directors participating may simultaneously hear and/or see each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

(11) Quorum.

A quorum at any meeting of the directors shall be a majority of the number of directors in office immediately before the meeting begins. Except as otherwise provided by law, the articles of incorporation or these bylaws, the affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 6. Attendance

(1) In order to exercise the general authority entrusted to directors, it is expected that board members attend all regularly scheduled board meetings.

(2) A board member must attend at least 50% of the Board meetings in a calendar year or else they will be deemed to have resigned. The office shall become vacant for the remainder of the term.

(3) A board member may take a “leave of absence” for up to six months with approval from the Executive Committee. The board member must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include but are not limited to: maternity, care for family members, personal health, and education.

Section 7. Executive Committee. There shall be a standing committee of the board of directors, known as the Executive Committee, which, between the meetings of the board of directors, shall have and may exercise all of the powers of the board of directors to govern and manage the affairs of the corporation except to the extent prohibited or restricted by law, the articles of incorporation, these bylaws or the board of directors. The Executive Committee shall be composed of the President and a minimum of two and a maximum of four elected officer approved by the board of directors.

Section 8. Governance Committee. There shall be a standing committee of the board of directors, known as the Governance Committee, which shall present to the annual meeting of the directors nominations of candidates for election to the board of directors. The Governance Committee shall be composed of a member of the Executive Committee and a minimum of two and a maximum of four other directors appointed by the board of directors. The committee will identify and recruit candidates for the board consistent with the needs and mission of the organization. They will ensure timely and compliant elections of board officers. They will periodically review the governing documents of the organization and determine whether they are consistent with applicable laws and actual or desired organizational practices. If necessary, the committee will amend such governing documents and present them to the Board for discussion and approval.

Section 9. Committees Generally. In addition to the Executive Committee and the Governance Committee, the board of directors may create such other committees of the board of directors as the board of directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of such directors as may be appointed by the board of directors.

The provisions of Sections 3 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board of directors, shall apply to committees and their members as well.

Section 10. Conflicts of Interest. No transaction with the corporation in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction if (i) the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors, and the transaction is authorized, approved or ratified by the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no direct or indirect personal interest in the transaction and (ii) the transaction is fair to the corporation.

Section 11. Advisory Boards. The board of directors may create and recognize an advisory committee comprised of postsecondary access providers and may create and recognize additional advisory boards, committees or groups as it may deem necessary or appropriate. The purpose of any such board, committee or group shall be to advise any or all of the board of directors, any committee of the board of directors and the officers of the corporation upon or with respect to such matters as the board of directors may deem desirable. Any advice, recommendation or position given, made or taken by any such advisory board, committee or group on or with respect to any matter shall be given such consideration as the person or persons receiving the same may deem appropriate but shall not be binding upon such person or persons. Each such board committee or group shall be composed of such individuals, including, without limitation, directors, as may be elected by the membership and approved by the board of directors during the annual meeting.

Section 12. Terms of Members of Committees and Advisory Boards. The terms of members of committees and advisory boards shall expire on the last day of the calendar year in which their term ends.

Section 13. Closed Meetings. Generally all meetings of the Board of Directors are open to the membership. However, under certain circumstances, the Board may wish to exclude the general membership from its meetings. Specific topics which preclude open meetings include the following: Personnel matters involving paid employees of the corporation, such as: Selection and Termination of employees; Salary considerations and negotiations; and Evaluations and disciplinary actions or the expulsion of a member under Article I, Section 12.

ARTICLE III

OFFICERS

Section 1. Generally. Officers shall be directors of the Corporation. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. Officers, other than those appointed to fill vacancies, shall be appointed by the board of directors at the annual meeting of the directors. Any vacancy in any such office shall be filled at the first meeting of the directors after the vacancy occurs. The board of directors or the President may also at any time appoint one or more Vice Presidents and other officers and assistant officers and fill any vacancy in any such office. Any officer may hold more than one office. Each officer shall have the authority and perform the duties which pertain to the office held by him or are set forth in these bylaws and, to the extent consistent with these bylaws, such authority and duties as may be prescribed by the board of directors or the President.

Section 2. President. The President shall be the chief executive officer of the corporation and shall have general supervision over, responsibility for and control of the other officers, agents and employees of the corporation. The President shall act as chairman of and preside over meetings of the directors. The President shall be a director of the corporation and an ex officio member of the Executive Committee.

Section 3. Vice President. During the absence, disqualification or inability to act of the President, the Vice President shall have the authority to perform the duties of the President.

Section 4. Secretary. The Secretary shall prepare and have custody of minutes of meetings of the directors in a book or books kept for that purpose and have the responsibility for authenticating records of the corporation. The Secretary shall maintain records of the directors of the corporation.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the custody of all moneys and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. Unless otherwise prescribed by the board of directors or the President, the Treasurer shall maintain the books of account and financial records of the corporation.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the President, such other officers or employees as may be designated by the board of directors or by the President shall have the authority to perform the duties of such officer.

Section 7. Term. Officers shall hold office until the first annual meeting of the directors following their appointment or until their respective successors are appointed.

Section 8. Resignation. An officer may resign at any time by delivering written notice to the board of directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Any officer may be removed, with or without cause, at any time by the board of directors, and any officer or assistant officer, if appointed by another officer, may be removed by such officer.

Section 10. Executive Director. The board of directors may, but shall not be required to, authorize the President to employ an individual to serve as the Executive Director of the corporation. The Executive Director shall be an employee of the corporation and shall perform such duties and shall have such authority, as may be required of, or conferred upon, him by the President or the board of directors. The Executive Director may, but need not be, a member of the corporation. The Executive Director shall be a non-voting, ex officio member of the board of directors and all committees of the board of directors provided in these bylaws or created hereunder.

The Executive Director shall prepare an annual report of the activities of the corporation, which shall be submitted at the annual meeting of the Board of Directors.

The Executive Director shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation, and, which authorized by the Board of Directors, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.

The Executive Director shall be an ex-officio member of all committees and shall have the general power and duties of supervision and management usually vested in the office of a president of a corporation.

Section 11. Other Employees and Agents. The board of directors may, but shall not be required to, employ or authorize the President to employ or engage such employees and agents as the board of directors or the President deems necessary or desirable to further the purposes of the corporation.

Section 12. Compensation and Benefits. At the direction of the board of directors, reasonable compensation and reasonable benefits may be paid to or conferred upon employees and agents of the corporation who, in furtherance of the purposes of the corporation, provide services to or on its behalf.

Section 13. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the board of directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credits of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the board of directors.

Section 14. Proxies. Unless otherwise prescribed by the board of directors, the President may from time to time, individually or by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as he shall designate in the name and on behalf of the corporation, cast the votes to which the corporation may be entitled as a shareholder or otherwise in any other corporation, at meetings, or consent in writing to any action by any such other corporation; and he may instruct the individual or individuals so appointed as to the manner of casting such votes or giving such consent, and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as he may deem necessary or desirable.

ARTICLE IV

FISCAL YEAR AND AUDIT

The fiscal year of the Corporation shall be July 1 through June 30, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed, as directed by the Treasurer, and a report of the review shall be made to the Board of Directors within ninety days after the close of the fiscal year.

ARTICLE V

RECORDS AND REPORTS

The corporation shall keep as permanent records its Articles of Incorporation or restated Articles of Incorporation and all amendments thereto and bylaws or restate bylaws and all amendments thereto currently in effect, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting and a record of all actions taken by a committee or advisory board of the Board of Directors in place of the Board of Directors on behalf of the corporation. The corporation shall maintain appropriate accounting records. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE VI

SEAL

The seal of the corporation shall be a flat-face circular die, of which there may be any number of counterparts or facsimiles, in such form as the board of directors shall from time to time adopt.

ARTICLE VII

AMENDMENTS

These bylaws may be amended, altered or repealed by the board of directors.