

BY-LAWS
OF
SOUTHWEST ASSOCIATION OF
COLLEGE AND UNIVERSITY
MAIL SERVICES, INC.

A NOT-FOR-PROFIT CORPORATION

INCORPORATED UNDER THE LAWS
OF
THE STATE OF OKLAHOMA

BY-LAWS
OF
SOUTHWEST ASSOCIATION OF COLLEGE AND
UNIVERSITY MAIL SERVICES, INC.

ARTICLE I:
NAME, PURPOSE AND OBJECTIVES

Section 1.1 **Name**

The name of this organization shall be the Southwest Association of College and University Mail Services. Hereafter, references to the group may be SWACUMS or "the Association."

Section 1.2 **Organized**

The Texas Association of College and University Mail Services was organized on September 19, 1997, at Stephen F. Austin State University in Nacogdoches, Texas. The name will become Southwest Association of College and University Mail Services October 18, 2000, to reflect a membership centered in but not limited to Arkansas, Louisiana, New Mexico, Oklahoma, and Texas.

Section 1.3 **Purpose**

The purpose of the Association shall be a nonpartisan, nonsectarian and non-profit organization to promote, develop and unite college and university employees charged with handling institutional mail, to facilitate cooperation and communication between its members, and to provide a means through which their knowledge and experience may be pooled.

ARTICLE II:
MEMBERSHIP

The membership of the Association shall be open to all "College and University employees" involved in any way with mail services. "College and University employees" is defined as employees whose salary and benefits are paid directly by the school and not by a third party outsider.

Section 2.1 Voting Members

Any person eligible to be a member may become a Voting Member of the Association by:

- Submitting a completed application form, and
- By paying membership dues in accordance with the terms of these Bylaws.

A Voting Member in good standing:

- May fully participate in the affairs of the Association;
- Serve as an officer;
- Serve as a chairman of a committee;
- Shall be entitled to one vote on each matter submitted to a vote of the membership beginning at the next meeting following the date the Treasurer receives payment of that member's first membership dues.

Section 2.2 Supporting Member

A Supporting Member is defined as a representative of a company providing mailing equipment or independent contractors providing mail services and who accepts an invitation to exhibit at the annual conference. A Supporting Member is ineligible to participate in any other activities of the association. Each company participating will receive a listing of the Association members for the current year.

Section 2.3 Honorary Member

An individual shall be eligible to become an Honorary Member if that person is invited to be an Honorary Member by action of the Voting Members of the Association. Any person invited to be an Honorary Member must accept the invitation in writing.

Those eligible for Honorary Membership shall have personally contributed time as a volunteer to SWACUMS, enhanced the success of the organization in other ways, or have retired from active college and/or university employment.

An Honorary Member shall not be required to pay membership dues and shall be considered to be in good standing until they resign. An Honorary Member may fully participate in the affairs of the Association except he/she shall not have the right to vote, hold office, or serve as a committee chair.

Section 2.4 Approval

Membership decisions will be made according to the Bylaws of the Association. The Membership Committee shall have the right to accept or decline all applications for all levels of membership with the approval of the President.

ARTICLE III:
GOVERNMENT

Section 3.1 Composition of Board of Directors

The Executive Board shall be comprised of the elected officers and the immediate past President. The full Board of Directors shall include the Executive Board, all standing and ad hoc Committee Chairs.

ARTICLE IV:
MEETINGS

Section 4.1 Annual Meeting

This Association shall hold an annual meeting in conjunction with the annual conference. The Conference Committee shall recommend the location and date of the conference, to be hosted by a volunteering college or university. Location and date shall be subject to approval by the Executive Board.

Section 4.2 Additional Meetings

Additional meetings of this Association may be called occasionally by the President or President -Elect with Board direction, or may be called upon the written request of ten (10) percent of the total membership. The Executive Board shall meet quarterly to conduct the business of the Association.

Section 4.3 Meetings of the Board of Directors

Meetings of the Board of Directors may be called at the request of the President or any Executive Board member, and shall be held at such place as may be designated by the person calling the meeting. The Executive Board shall meet quarterly to conduct the business of the Association. Meetings of the Board of Directors may also be held utilizing telephone conference calls or other electronic methods as designated by the person calling the meeting.

Section 4.4 Control

The elected officers of the Association shall comprise the Executive Board and shall have general charge and control of the affairs and funds of the Association and shall carry out the objectives in accordance with these Bylaws.

Section 4.5 Notice of Meetings of the Board of Directors

Written or printed notice stating the place, day, and hour of Special Meetings of the Board of Directors shall be delivered by mail or electronic communication to each Director not less than seven days before the date of such Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears in the membership directory. If sent by electronic communication, such notice shall be deemed to be delivered when an electronic message confirming opening is received by the sender.

Section 4.6 Notice of Annual Meeting

Notice of the annual meeting and conference shall be published to the membership at least sixty (60) days prior to the meeting. This call shall be included in the conference announcement.

Section 4.7 Quorum

At any meeting of the Association, two-thirds vote of the members present shall constitute a quorum for the transaction of business. A minimum of three members must be present. If business before the Board requires a larger number of votes, proxy votes may be submitted to a duly elected member of the Executive Board for transaction of business.

Section 4.8 Quorum of Executive Board of Directors

A majority of the duly elected officers shall constitute a quorum for the transaction of business at any Meeting of the Executive Board of Directors.

ARTICLE V:
ELECTION OF OFFICERS

Section 5.1 Officers and Terms

The officers of the Association shall be President, President-Elect, Secretary, and Treasurer, all of which shall be elected from Voting Members of the Association.

- The term of office for each position shall be two years:
- The President-Elect shall automatically become President after serving a term of two years. Should the President-Elect choose not to become President, the Executive Board shall determine appropriate replacement procedures.
- The outgoing President shall remain as an ex officio member on the Executive Board for two years after completion of term.
- Elections for President Elect and Treasurer shall be held in odd numbered years. Election for Secretary shall be held in even numbered years.

Section 5.2. Election

Officers shall be elected at the annual meeting and shall assume their responsibilities on January 1 following their election.

- Previously elected officers shall serve until January 1 when newly elected officers take charge of the Association's business.

Section 5.3 Nominations

The Nominating Committee shall be responsible for proposing a slate of candidates for each elected position of office at the annual meeting. In addition, nominations may be made from the floor. A simple majority of the Voting Members in good standing and present at the annual meeting shall elect the officers as detailed in these Bylaws.

Section 5.4 Vacancy

The Executive Board of the Association shall have the right to appoint a qualified member to fill the vacancy of any office that might occur before the elected term expires. The appointed person will serve in the partial term until the following election.

Section 5.5 Term

Any member of the Board of Directors who is an elected officer may serve 1 (one) consecutive term of two years in the same position unless he/she has been appointed to fill an unexpired partial term. Committee Chairs may remain in their position until a replacement is approved.

Section 5.6 Nominating Committee

The Nominating Committee shall be composed of at least five (5) members in good standing with the Association. If the composition of the Nominations Committee does not meet these minimums, the President shall appoint such Directors and/or Voting Members to serve on the Nominations Committee in order to satisfy these minimums.

The Nominations Committee chair may be any member of the Executive Board appointed by the President. The President shall serve on this committee in an ex officio capacity without vote. Any member in good standing of the Association may submit the name of a person to the Nominations Committee for consideration as a potential candidate.

The Committee shall be responsible for presenting a slate of nominees as candidates for all open elective positions. They shall meet 60 days prior to the Annual Meeting for the purpose of selecting a slate. The recommended slate will be presented 30 days prior to the Annual Meeting.

The Committee shall consider:

- The interest, availability, and qualifications of a person before nominating him/her as a candidate;
- Ascertain that a person accepts the responsibility to serve if elected;
- Is eligible to hold an elective office of the association;
- Additional qualifications the board of directors may prescribe.

ARTICLE VI: DUTIES OF OFFICERS

Section 6.1 President

The President shall:

- Be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the elected officers and the directors of the Association;
- Preside at all meetings of the members and at all meetings of the Executive Board and Board of Directors;
- Call the annual meeting of the Association and may call additional meetings of the Association as provided in Article IV, Section 4.2;
- Annually appoint a Financial Audit Committee of three Directors to report to the Board of Directors after reviewing the Treasurer's accounts and annual financial report;
- Have such other powers and duties as may be prescribed by the Board of Directors, and
- Be the representative for the Association to the NACUMS Board.

Section 6.2 Absence of President

In the absence of the President, the President-Elect shall have all of the powers and prerogatives of the President.

Section 6.3 President-Elect

The President-Elect shall:

- In the absence or disability of the President, perform all the duties of the President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions on the President;
- Be the planning officer and coordinate all activities of the Association to obtain efficient and timely results;
- Have such powers and perform such duties as from time to time may be prescribed by these Bylaws, by the Board of Directors, or by the President.

Section 6.4 Secretary

The Secretary shall:

- Ensure all notices are duly given in accordance with the provisions of these Bylaws. In the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an assistant secretary or by the President, a Vice-President, or by the Board of Directors;
- Record all motions, amendments, and votes taken in the official minutes of each meeting;
- Prepare minutes of all Member and Board of Directors meetings and submit for approval in a timely manner;
- Act as custodian of the official records of the Association, maintain such records in proper order, and present the same for inspection by any Member for any proper purpose at any reasonable time upon reasonable notice;

Section 6.5 Treasurer

The Treasurer shall:

- Have custody of and be responsible for all funds and securities of the Association, and deposit all funds in the name of the Association in depositories selected by the Board of Directors;
- Receive, and give receipt for, money due and payable to the Association;
- Disburse or cause to be disbursed funds of the Association as may be directed by the Board of Directors, taking proper vouchers for those disbursements;
- Provide a list of paying members as required by the Board of Directors;
- Maintain the official financial books of the Association and present the same for inspection by any member for any proper purpose at any reasonable time upon reasonable notice;
- Prepare and submit to the Board of Directors and members an annual budget and financial report which shall be subjected to review by an

auditing committee appointed by the President, and such other reports as the Board of Directors may require; and

- In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by these Bylaws, by the Board of Directors, or by the President.

ARTICLE VII: COMMITTEES

Section 7.1 Committees

Committees shall be formed to carry out assigned tasks. They shall not have the power to adopt policies or make financial or other commitments without approval of the President. The functions and duties of committees may be added to or changed as directed by the President, the Executive Board, or a simple majority vote by the membership.

Committees may be standing or ad hoc as determined by the Executive Board.

Section 7.2 Standing Committees

Standing Committee chairs shall be appointed by the President at the annual meeting, and shall serve until their successors are appointed. Additional members of each Committee can volunteer to serve. Standing Committees will be responsible for duties based on each Committee's purpose. Standing Committees may include but not be limited to Historian, Conference, Membership, Newsletter, Electronic Communications, Nominating, Awards, Finance, and Audit.

Section 7.3 Ad Hoc

The President shall appoint Ad Hoc Committees as needed for specific purposes. Ad Hoc Committees will be assigned short-term duties based on each Committee's purpose. The Nominating Committee shall be considered an Ad Hoc committee.

Section 7.4 Conference Chair

The Conference Chair shall:

- Act on behalf of the President in the absence of the President or President-Elect;
- Have such powers and perform such duties as from time to time may be prescribed by these Bylaws, by the Board of Directors, or by the President;

- Oversee the annual conference plans and is responsible includes making contract negotiations, program decisions, and other decisions necessary for the successful planning of the conference;
- Guide the solicitation of Supporting Members' participation at the Annual Conference, and coordinate all equipment displays
- Perform other duties as assigned by the President.

ARTICLE VIII:
FINANCE, DUES AND FEES

Section 8.1 Fiscal Year

The fiscal year shall be January 1 through December 31. Funds for operating the Association are acquired through membership fees, Conference fees, Supporting Member fees, and any other fundraising efforts deemed appropriate by the Board of Directors.

- Individual, institutional, and supporting member fees for the coming fiscal year shall be determined by the Officers of the Association and announced at the Annual Meeting. Institutional dues shall be made available for two or more members;
- The Treasurer shall send annual notice of dues owing to each individual and institutional member prior to October 1;
- The next year's dues shall be considered current if remitted to the Association's Treasurer by December 31 of the current year;
- Conference registration fees (as approved by the Board) cover incidental expenses of the host school;
- Annual Conference registration fees shall vary depending on facilities available and expenses that the hosting school will incur. Notice of specific registration fees will be included with meeting notices published to the membership sixty (60) days prior to the meeting;
- Conference registration fees shall be paid to the Treasurer no later than ten (10) days in advance of the conference date;
- Vendor registrations for equipment displays at the annual conference will be determined by Board decision;
- If the Association enjoys an excess of receipts over disbursements, it may retain such excesses and use them in accordance with the Association purposes and objectives.

ARTICLE IX
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the Voting Members present at any Meeting or by electronic or paper vote as determined by the Executive Board of Directors.

Amendments to these By-Laws may be proposed by the Board of Directors or by petition delivered to the President or any one of the Executive Directors and signed by at least ten Voting Members.

Written or printed notice of all proposed amendments shall be delivered by mail or by electronic communication to each member not less than thirty days before the date of the vote on such amendments. If mailed, the notice of such amendments shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the membership directory.

The above and foregoing By-Laws being adopted by the corporation, it's members, officers and directors, this 15th day of August, 2007.



DONNA S. MORRIS, President



LATRICIA J. McMILLAN, Secretary