



SHEEO

STATE HIGHER EDUCATION EXECUTIVE OFFICERS ASSOCIATION

Constitution and Bylaws

ARTICLE I - NAME

The name of the organization shall be: The State Higher Education Executive Officers Association.

ARTICLE II - OBJECTIVES

The objectives of this association shall be to:

1. Assist state higher education executives and the states as they seek to develop and sustain excellent systems of higher education.
2. Emphasize the importance of state planning and coordination for higher education by promoting effective strategic planning and statewide coordination and governance in meeting state needs and obtaining public confidence and support for higher education.
3. Develop policies and procedures and speak as a national organization in public and private forums with the goals of promoting the interests of the states in effectively planning and financing higher education.
4. Promote cooperative relationships with federal agencies, colleges and universities, and higher education and other associations in the:
 - a. collection and exchange of data and information,
 - b. development of standard definitions and practices,
 - c. conduct of studies, and
 - d. development of higher education in the public interest.

5. Formulate and recommend to public and private agencies and governments desirable guidelines for state and federal relationships to public and nonpublic institutions of higher education.
6. Encourage studies and other action to advance the art and science of statewide planning and coordination, including processes to increase the number and to improve the professional competence of available personnel for such work.
7. Express to the public and their representatives in Congress and/or appropriate state legislatures, the collective opinions of state higher education officers when such opinions would enhance the work of statewide boards of higher education with authority to govern or coordinate postsecondary education.

ARTICLE III - MEMBERSHIP

Section 1. Regular Members

Regular membership in the Association shall be open to full-time executive officers serving those systems, agencies, or statewide boards of postsecondary education that are designated by the Executive Committee, as substantially meeting one of the following criteria for membership:

(a) the agency's or board's functions encompass governing responsibilities for the majority of public four- year and/or two-year institutions in the state or all of the state's institutions of a single type.

(b) the agency's or board's functions encompass responsibilities that include statewide policy and planning, program review and/or budget review responsibilities for public higher education.

(c) the agency's or board's functions encompass responsibilities that include consumer protection, licensing, data coordination, telecommunications, and administration of federal or state higher education programs.

In addition, the agency or board must meet all of the following criteria:

(d) the agency or board is established in the constitution or statutes or a significant portion of its operating support is from state sources.

(e) the agency's or board's chief executive is committed to personal participation in the Association; except that if the purview of the agency includes all of education or all of public education, the chief executive may designate the chief officer for postsecondary education as the regular member of that state.

If no agency or governing board meets these necessary conditions in a state, the Executive Committee may recommend that the chief executive of a state association of public colleges and universities be approved as a regular member of the association.

Candidates for regular member status in the organization shall be approved by a two-thirds majority of the Executive Committee. Any regular member of SHEEO may also offer nominations for membership that meet approved criteria and if approved by a majority of regular members, will be granted membership.

For purposes of these bylaws, candidates from the District of Columbia and territories of the United States shall be deemed to be admissible to membership on the same basis as candidates from states.

Section 2. Single/Multiple Representation

In cases where the purposes of the association and an individual state would be better served by multiple representatives, the Executive Committee may recommend to the membership additional representatives from a single state if all the prospective members essentially meet one or more of the criteria for membership in Section 1. For purposes of voting and quorum, each representative will be considered a regular member and entitled to a full vote. In states with multiple members of the association, each shall be assessed a fractional portion of the state's dues, 60% each in the case of two members, 45% each in the case of three members, and 40% each in the case of four members.

Section 3. Associate Members

Directors of coordinating, governing or comparable agencies of other nations, territories and provinces may be elected Associate members.

Section 4. Emeritus Members

Emeritus membership shall be open to former full-time executive officers serving statewide boards of higher education with coordinating/governing authority who retire from that office.

Section 5. Alumni Members

Alumni membership shall be open to former members of the Association not eligible to election as Emeritus members.

Section 6. Election of Members

Members in all classes shall be elected by vote of the Regular members upon nomination of the Executive Committee.

Section 7. Voting Rights and Proxies

All voting rights in the Association shall be held solely by the Regular members. A Regular member may designate a proxy to vote in his or her place and stead, provided such designation is made in writing and provided in advance of any such vote to the Chair of the Executive Committee. Such proxy designation and approval shall be valid only for the particular meeting or action described in the designation, unless otherwise expressly authorized by the Executive Committee.

Section 8. Other Rights, Benefits and Obligations of Members

The rights, benefits and obligations of each class of members shall be as provided by resolution of the Executive Committee, except as otherwise provided in these bylaws.

Section 9. Termination of Membership

A member may be terminated from membership in the Association for nonpayment of dues upon resolution of the Executive Committee, or for other cause upon the vote of a majority of the Regular members at a meeting of the membership.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

The Annual Meeting of the Association shall be held at such time and place as shall be determined by resolution of the Regular members.

Section 2. Other Regular Meetings

Other regular meetings of the Association may be held at such time and place as may from time to time be determined by resolution of the Regular members.

Section 3. Special Meetings

Special meetings of the Association may be held at such time and place as may from time to time be determined by resolution of the Executive Committee.

Section 4. Notice of Meetings

Advance notice shall be required for all official meetings of the membership. Notice of the Annual Meeting, all other regular meetings and special meetings of the membership of the Association shall be provided in writing to each member in good standing not less than sixty (60) days prior to the date of such meeting. Notice of special meetings may, in exceptional circumstances as determined by the Executive Committee, be provided with at least five (5) days advance notice. Participation by members in special meetings may be through electronic or other remote means. The date of notice shall be the date the notice was posted in the United States mails or transmitted to the member in such alternative form as may be authorized by the Executive Committee.

Section 5. Quorum

A majority of the Regular members of the Association in good standing who are registered for the Annual Meeting, other regular meeting, or special meeting shall constitute a quorum for the transaction of any business, provided that if less than a quorum, the Regular members present may nonetheless determine the time and place of another meeting and direct that notice be given in

accordance with Section 4 of this Article. Proxies, as defined in Section 7 of Article 3 shall be counted in determining the presence of a quorum.

Section 6. Action Without a Meeting

Upon the resolution of the Executive Committee, any action that may be taken by the members at a meeting of the membership of the Association may be taken through a mail ballot provided to every Regular member, provided any such action shall require the affirmative vote of a majority of the Regular members in good standing. For the purposes of this section, the term "mail ballot" shall be deemed to encompass the use of electronic mail, provided such use shall have been authorized by the Executive Committee.

ARTICLE V - GOVERNANCE

Section 1. Executive Committee

The governance of the Association shall be vested in an Executive Committee consisting of the Chair, Chair-Elect, Treasurer, immediate Past-Chair and eight Regular members elected in accordance with the provisions of this article. The Chair of the Executive Committee (or another officer designated by the Chair in the Chair's absence) is the presiding officer at meetings of the full Association. The Executive Committee shall act for and exercise all the powers of the Association, except as such actions and powers are reserved to the members otherwise delegated in accordance with these bylaws.

Section 2. Election of Members of the Executive Committee

The Regular members of the Executive Committee as provided in the foregoing section shall be elected by vote of the Regular members at the Annual Meeting of the membership, and shall serve for a term of two years or until a successor is elected. A Regular member elected to the Executive Committee who ceases to be a Regular member in good standing of the Association shall be deemed to have resigned from the Executive Committee.

Section 3. Vacancies in the Executive Committee

Vacancies among the Regular members of the Executive Committee shall be filled by vote of a majority of the remaining members. A person so elected shall serve until the next meeting of the membership of the Association, at which time a special election will be held to fill the vacancy for the remainder of the unexpired term. A vacancy in the position of Chair shall be filled immediately by the Chair-Elect. Vacancies in the position of Chair-Elect, Past-Chair, or Treasurer shall be filled at the next meeting of the membership of the Association or by a mail election at the discretion of the Executive Committee.

Section 4. Meetings of the Executive Committee

The Executive Committee shall meet at the call of the Chair. A meeting shall also be called by the Chair upon the written request of three members of the Executive Committee. Meetings of the Executive Committee shall be held at the time and place specified in the notice of the meeting, which shall be transmitted to each member of the Executive Committee not less than 10 days prior to such date.

Section 5. Quorum and Voting Rights

A majority of the members of the Executive Committee shall be present in order for any business to be conducted. Any member of the Executive Committee may designate another Regular member of the Association to act in his or her place and stead at any meeting of the Executive Committee, provided such designation is made in writing to the Chair, and further provided that no such designee shall be either a member of the Executive Committee or be designated by more than one member. The majority vote of the members of the Executive Committee present at a duly noticed meeting at which a quorum is present shall be the act of the Executive Committee. A member of the Executive Committee shall be deemed present for the purposes of this article if he or she is able to communicate with the other members through a telecommunications device.

Section 6. Other Committees, Boards and Task Forces

The Executive Committee may by resolution establish such other committees, boards and task forces as may be necessary for the purposes of the Association, and shall specify the powers and authority of such bodies. The Chair shall appoint the members of all committees, boards and task forces established under this section and shall designate one person to chair each such body. Unless otherwise provided in the resolution establishing the body, the members thereof shall serve until the next Annual Meeting of the Association, or until a successor is appointed.

ARTICLE VI - OFFICERS

Section 1. Officers

The officers of the Association shall be the Chair, Past Chair, and Chair-Elect of the Executive Committee, the Treasurer, the President, and such Assistant Treasurers as the Executive Committee may resolve to appoint. The Chair, Past Chair, and Chair-Elect of the Executive Committee and the Treasurer must be Regular members of the Association in good standing at the time of their election and for the duration of their term of office. The term of service for elected officers of the Association shall begin on October 1 following the Annual Meeting of their election, and shall continue until September 30 of the year their term expires or they cease to be members in good standing. In the event the Executive Committee determines that the Chair, Past-Chair, Chair-Elect or Treasurer has ceased to be a member in good standing during the term of his or her office, it shall declare the position vacant.

Section 2. Chair

The Chair shall preside at all meetings of the membership of the Association and of the Executive Committee; shall serve as a voting member of all committees, boards and task forces; and shall lead the Executive Committee in the supervision and evaluation of the President. The Chair shall have such other powers, duties and responsibilities as are provided in these bylaws or are

assigned to him or her by action of the membership or the Executive Committee. The Chair shall take office upon the expiration of his or her term as Chair-Elect, and shall serve for a term of one year.

Section 3. Chair-Elect

The Chair-Elect shall act in the place and stead of the Chair in the event of his or her absence, resignation or inability to serve, and shall carry out such other duties and have such powers and responsibilities as assigned by the Chair or as provided by action of the Executive Committee. The Chair-Elect shall be elected by vote of the Regular members from among the Regular members of the Association then in good standing and shall serve for a term of one year, or until a successor is elected.

Section 4. Treasurer and Assistant Treasurer

The Treasurer shall oversee the financial affairs of the Association and shall chair the Budget, Audit and Finance Committee, or its equivalent, should such a committee be established by the Executive Committee. The Treasurer shall be elected by vote of the Regular members from among the Regular members of the Association in good standing, and shall serve for a term of one year, or until a successor is elected. The Executive Committee may at its discretion appoint an Assistant Treasurer, who shall carry out such duties as the Executive Committee may resolve.

Section 5. Election of Officers

The Chair-Elect and Treasurer shall be elected upon receiving a plurality of the votes cast by the Regular members at the Annual Meeting. The Executive Committee may at its discretion establish a Nominating Committee for the purpose of nominating candidates for these positions. If an election is not held at the Annual Meeting, it shall be held at the next meeting of the membership as the first order of business. The Executive Committee may provide for the election of the Chair-Elect and Treasurer by mail ballot, in which case election shall require a plurality of the votes cast.

An officer elected by mail ballot shall take office upon certification of the results of the election by the Executive Committee.

Section 6. President

The President shall be the chief executive officer and shall represent the Association and manage its affairs, subject to and in accordance with the direction of the Executive Committee. The President shall serve as Secretary of the Association, and attend all meetings of the membership, the Executive Committee and all other committees, boards and task forces, except as such bodies may otherwise resolve. The President shall see to the keeping of complete and accurate minutes of all meetings of the membership, Executive Committee and other committees, boards and task forces, and ensure that each member of the Association receives copies of such minutes in timely fashion. The President shall be appointed by vote of the Executive Committee and shall serve at its pleasure, provided that the Executive Committee may retain the services of the President for a fixed term not to exceed two years, except as otherwise provided by a majority vote of the Regular members, and upon such terms and conditions as the Executive Committee may establish.

ARTICLE VII - FINANCES

Section 1. Fees, Dues and Assessments

Fees, dues and assessments for all classes of membership in the Association shall be established by vote of a majority of the Regular members of the Association in good standing, provided that no fees, dues or assessments shall be levied on Emeritus members.

Section 2. Budget

The President shall prepare a budget of revenues and expenditures for the forthcoming fiscal year of the Association and shall present such budget, through the Executive Committee and Treasurer, for action by the Regular members at the Annual Meeting, or at the regular or special meeting first preceding the commencement of said fiscal year. The budget as adopted by vote of the

Regular members shall be the budget of the Association, except that the Executive Committee may reallocate sums between expenditure categories to reflect changed circumstances, and may allocate additional revenues identified after the approval of the budget as its discretion dictates.

Section 3. Fiscal Year

The fiscal year of the Association shall commence on October 1 of each year.

ARTICLE VIII - AMENDMENT AND DISSOLUTION

Section 1. Amendment

These bylaws may be amended by vote of a majority of the Regular members of the Association in good standing, either at a duly called meeting at which a quorum is present or by mail ballot if so authorized by the Executive Committee.

Section 2. Dissolution

Upon the dissolution of the Association, the Executive Committee shall, with the consent of the membership and after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee and the membership shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted July 30, 1971

<i>Amended</i>	<i>July 30, 1973</i>	<i>August 5, 1981</i>	<i>July 25, 2003</i>
	<i>August 1, 1975</i>	<i>July 26, 1983</i>	<i>July 21, 2005</i>
	<i>July 30, 1976</i>	<i>July 25, 1988</i>	<i>July 17, 2008</i>
	<i>April 21, 1977</i>	<i>July 30, 1996</i>	<i>July 22, 2013</i>
	<i>April 9, 1981</i>	<i>July 26, 2002</i>	<i>April 1, 2014</i>
			<i>July 10, 2014</i>
			<i>July 8, 2015</i>