

NORTHWEST ACADEMIC COMPUTING CONSORTIUM BYLAWS

ARTICLE I

Principal Office

The principal office for the transaction of the business of the Corporation is hereby fixed and located at Portland, Oregon. The Board of Directors may at any time change the location of the principal office.

ARTICLE II

Northwest Academic Computing Consortium, Inc. ("NWACC") is a corporation organized under and by virtue of Chapter 65, Oregon Revised Statutes, "Non-Profit Corporations," and is formed for the purposes set forth in the Articles of Incorporation, and in Article X below.

ARTICLE III

Section 1 - Qualifications of Members

Institutions of higher education, groups of higher education institutions, government, and nonprofit organizations (or sub-units thereof) in the Pacific Northwest region of the United States and nearby areas that are described in Section 501(c)(3) of the IRS Code and Section 509(a)(1) or (2) of the IRS Code are qualified to be members of NWACC. Organizations that meet these qualifications may be admitted to NWACC as new members upon invitation by the Board of Directors.

Section 2 - Rights and Obligations of Members

The chief executive officer of each member institution shall appoint an individual to be its representative to the Corporation and shall have the power to remove or replace that individual at any time. Member representatives shall be invited to attend the annual meeting of the Corporation and may vote on all matters presented for corporate action. Member institutions shall pay annual dues and any other member fees, as prescribed by the Board of Directors.

No member institution shall have any right, title, or interest legal or otherwise in or to the assets of this Corporation. All the rights in membership to the Corporation shall cease on termination of membership. A membership may not be transferred. No member of the Corporation, now or hereafter elected, shall be individually liable to the creditors of the Corporation, or otherwise be individually liable, and all creditors and claimants shall look only to the assets of the Corporation for payment.

Section 3 - Annual Meetings

Annual meetings of the Corporation shall be held at such time and place as is determined by the Executive Committee of the Board. The Corporation shall notify its members of the place, date, and time of each annual meeting by electronic mail or other suitable means not less than thirty (30) days before the date of the meeting.

ARTICLE IV

Board of Directors

Section 1 - Function and Powers of the Board of Directors

The Board of Directors is responsible for the development of policies and procedures and for general guidance of the Corporation. All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors, who shall oversee all the business and affairs of the Corporation. Without limiting the generality of the foregoing powers, the Board of Directors shall have authority to appoint an Executive Committee and may delegate to the Executive Committee any of the powers and authority of the Board of Directors in connection with the management of the business and affairs of this Corporation, except the power to amend these Bylaws or take other action precluded under ORS 65.354.

Section 2 - Composition and Term of Board Members

One representative from each of the member institutions shall serve on the Board of Directors. The term of Directors shall be concurrent with their tenure as member representatives. Officers of the Corporation shall serve on the Board of Directors in an *ex officio*, non-voting capacity.

Section 3 - Vacancies

A vacant member representative seat on the Board shall be filled by the chief executive officer of that institution. A vacant Corporation Officer *ex officio*, non-voting seat on the Board shall be filled by selection of a new Corporation Officer by the Board as soon as possible and practical.

Section 4 - Compensation

Members of the Board shall receive no compensation for their services as such, but may be reimbursed for reasonable expenses related to service on the Board.

Section 5 - Meetings

Annual meetings of the Board shall be held in conjunction with the annual meeting of the Corporation. Special meetings of the Board may be called at any time by the President and also shall be called by the Chair of the Board or the President upon a written request made by not less than one-third of the members of the Board. By appropriate notice to members of the Board, meetings may be conducted by teleconference or other electronic means.

Section 6 - Notice of Meetings

The Corporation shall notify Board members of the place, date, and time of regular meetings of the Board by electronic mail or other suitable means not less than thirty (30) days before the date of the meeting. The Corporation shall notify Board members of the place, date, and time of Special meetings of the Board by electronic mail or other suitable means not less than seven (7) days before the date of the meeting.

Section 7 - Quorum of the Board

A majority of the voting members of the Board shall constitute a quorum. The transaction of any and all business at any meeting of the Board, whether a regular or special meeting, in person or by electronic means, shall be valid if a quorum of the Board is represented.

Section 8 - Function and Powers of the Executive Committee

The Executive Committee is responsible for the operations of the Corporation including the implementation of policies and programs approved by the Board, fiscal and personnel matters, and any other such duties as assigned to it by the Board.

Section 9 - Composition and Selection of Executive Committee

The Executive Committee shall consist of the Officers of the Board, the President, and two at-large members. At-large members shall be elected by and from the Board to staggered two (2) year terms. Individuals shall be elected to no more than two (2) consecutive terms on the Executive Committee as at-large members.

Section 10 - Quorum of the Executive Committee

A majority of the sitting members of the Executive Committee shall constitute a quorum. The transaction of any and all business at any meeting of the Executive Committee, whether a regular or special meeting, in person or by electronic means, shall be valid if a quorum of the Executive Committee is represented.

ARTICLE V Officers

Section 1 - Officers of the Board of Directors

The Directors shall elect from among themselves a Chair and Vice Chair. The Chair will preside over Board meetings and perform any other duties assigned by the Board or described elsewhere in these Bylaws. The Vice Chair will assume the authority and responsibilities of the Chair in the Chair's absence or unavailability and will be deemed the chair-elect.

Section 2 - Election and Term of Officers of the Board

A Vice Chair shall be elected from and by the members of the Board for a term of two (2) years at the end of which time he/she shall become, without election, the Chair of the Board for a term of (2) years. An Officer of the Board shall serve for no more than three (3) consecutive terms on the Executive Committee in any capacity. At least thirty (30) days prior to the end of the term of an Officer of the Board, the President shall appoint a Nominating Committee to submit to the Board for its approval a slate of one or more candidates to be Officer(s) of the Board.

Section 3 - Vacancies

A vacancy in the office of Chair or Vice Chair or Executive Committee Member-at-Large due to death, resignation, removal, disqualification, or other cause shall be filled as soon as possible and practical. Immediately upon the occurrence of such a vacancy the

President shall appoint a Nominating Committee to submit to the Board for its approval a slate of one or more candidates to fill the vacancy. If for any reason an election cannot be held promptly, the President may, with approval of the Executive Committee, appoint an interim Officer until such time as an election may be held. An officer elected to fill a vacancy shall serve out the remainder of the existing term unless the Board directs otherwise.

Section 4 - Officers of the Corporation and Their Selection

The officers of this Corporation shall include a President and a Secretary-Treasurer who serve at the pleasure of the Board. When a vacancy in either of these positions occurs, the Chair of the Board shall appoint a Selection Committee to recommend a suitable candidate to the Board. Approval shall be by majority vote of the voting members of the Board. Candidates for Officers of the Corporation may be members of the Board, individuals from NWACC member institutions, or others as deemed appropriate by the Selection Committee. If a member of the Board is appointed as an officer of the Corporation, he/she shall no longer be an NWACC Member Representative nor a voting member of the NWACC Board. In such cases, the CEO of the officer's institution shall appoint another individual to serve as Member Representative and Board member for that institution.

Section 5 - Compensation for Officers of the Corporation

Officers of the Corporation serve at the pleasure of the Board and shall be compensated for their service at levels prescribed by the Board.

Section 6 - President

Subject to supervision by the Board of Directors, the President shall have general oversight and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Corporation and Executive Committee; and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 7 - Secretary-Treasurer

The Secretary-Treasurer shall keep a full and complete record of the proceedings of the Board of Directors, shall provide authorized signature to such papers and instruments as may be required in the regular course of business, shall supervise the keeping of the financial records of the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board and as specified in Article VII.

Section 8 - Removal of Officers and Executive Committee Members

Officers and Executive Committee Members may be removed from office by the vote of at least two-thirds of the voting Directors, voting in person by secret written ballot, when in the sole judgment of the Board, the best interests of the Corporation would be served thereby.

ARTICLE VI
Committees

Committees may be established and members of committees appointed by the Executive Committee. Committee members serve without compensation though reasonable expenses incurred in conjunction with committee service may be reimbursed by the Corporation.

ARTICLE VII
Financial Matters

1. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
2. The Board of Directors shall establish fee structures and membership dues. Member institutions that have failed to pay the annual membership dues shall be barred from voting until the dues have been paid. A member who has been so barred from voting for 12 months shall forfeit membership.
3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee, may select.
4. It shall be the responsibility of the Secretary-Treasurer, with the concurrence of the Executive Committee, to establish adequate safeguards for the receipt and disbursement of all funds or other property contributed or tendered to the Corporation.
5. There shall be an annual review of the financial affairs of the Corporation by a qualified Certified Public Accountant, who shall furnish a report to the Board.
6. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year respectively.

ARTICLE VIII
Amendment of the Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted by a vote of a majority of voting members of the Board.

ARTICLE IX
Miscellaneous

1. To the fullest extent allowed by law, Directors and Officers of this Corporation shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they may be named as a party and which is in connection with their duties as Directors or Officers of this Corporation; provided that they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

2. This Corporation is one which does not contemplate pecuniary gain or profit for the Members, Directors, or Officers thereof and is organized for nonprofit purposes. No part of any assets of this Corporation, nor any net earnings thereof, shall inure to the benefit of any Member, Director, or Officer thereof as such.
3. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to such organization or organizations organized and operated exclusively for educational 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 Board of Directors shall determine.

ARTICLE X Supporting Organization Status

1. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized for public and charitable purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any successor statute ("Code"). The organization is intended to qualify as a supporting organization as specified in Section 509(a)(3) of the Code.
2. The Corporation is organized, and at all time hereafter shall be operated exclusively for the benefit of its members, provided that those members remain exempt from taxation under Section 501(c)(3) of the Code and Section 509(a)(1) or (2) of the Code (also referred to herein as *Supported Organizations*). The current members are listed in Appendix A.
3. The Corporation shall be operated, supervised, or controlled exclusively by the Supported Organizations.
4. The Corporation shall not engage in any activities that are not in furtherance of the purposes referred to in Section 509(a)(3)(A) of the Code. The Corporation shall not operate in support of or benefit any organization other than the supported organizations designated in these Bylaws.
5. Supported Organizations of NWACC, as listed in Appendix A, shall be eligible to receive financial support from the Corporation in the form of grants. The purpose of such grants must be consistent with the purpose of the Corporation, as stated in Article III of the Articles of Incorporation and these Bylaws.
6. Grants provided by NWACC to Supported Organizations shall be determined by the Board of Directors or by a committee so designated by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary-Treasurer of the Northwest Academic Computing Consortium, Inc., an Oregon nonprofit corporation, and the foregoing BYLAWS, comprising of seven (7) pages, this page inclusive, plus a one page appendix, constitute the BYLAWS of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on

_____, 20_____.

By _____

Signature _____

Title _____

Date _____

State of _____)

) ss.

County of _____)

Personally appeared _____, who, being duly sworn, did say that he or she is the Secretary-Treasurer of Northwest Academic Computing Consortium, Inc., a nonprofit corporation, and that these Bylaws were signed on behalf of the corporation by the authority of its Board of Directors; and he or she acknowledged these Articles to be the corporation's voluntary act and deed.

Notary Public

My Commission Expires: _____

Appendix A

NWACC Member Institutions
Eligible to Receive Grant Support from the Corporation

Central Washington University	Seattle University
Clark College	The Evergreen State College
Eastern Washington University	University of Alaska State System
George Fox University	University of Idaho
Gonzaga University	University of Montana - Missoula
Lewis & Clark College	University of Oregon
Linfield College	University of Portland
Montana State University	University of Puget Sound
North Dakota University System	University of Washington
Oregon Health & Science University	Washington State University
Oregon State University	Western Washington University
Pacific Lutheran University	Whitman College
Pacific University	Willamette University
Portland Community College	
Portland State University	Pacific Northwest National Laboratory
Reed College	WICHE
Seattle Pacific University	