

**RESTATED AND AMENDED BYLAWS OF THE
NATIONAL ASSOCIATION OF
COLLEGE and UNIVERSITY MAIL SERVICES**

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NATIONAL ASSOCIATION OF
COLLEGE and UNIVERSITY MAIL SERVICES
Approved June 30, 2019**

ARTICLE I PURPOSES

Section 1 Purposes. National Association of College and University Mail Services (the “Association”) is organized for the following purposes:

- A. To promote and establish communication opportunities for colleges and universities to share ideas with the United States Postal Service, Postal Rate Commission and/or others appropriate to ensure the best interests of the mailing industry within the meaning of §501(c) (6) of the Internal Revenue Code;
- B. To foster and promote the development and use of ethical and effective mail management techniques in the mail operations of colleges and universities within the meaning of §501(c) (6) of the Internal Revenue Code;
- C. To promote the development and improvement of training and educational opportunities for individuals responsible to and compensated by colleges and universities who are engaged in the mailing business of a college or university within the meaning of §501(c) (6) of the Internal Revenue Code;
- D. To encourage the communication and exchange of information relating to the improvement of mail services in the operation of colleges and universities within the meaning of §501(c) (6) of the Internal Revenue Code; and
- E. To promote and otherwise provide a forum in order to facilitate cooperation, education and communication among individuals responsible to and compensated by colleges or universities and who are engaged in the mailing business of a college or university within the meaning of §501(c) (6) of the Internal Revenue Code.

Section 2 Definitions.

- A. Annual Conference. The “Annual Conference” is defined as the annual educational conference that includes exhibitors and other persons engaged in the mailing industry sponsored by the Association. The Annual Conference location and date varies from year-to-year.
- B. Annual Meeting. The “Annual Meeting” is defined as the meeting of the Membership that occurs annually in conjunction with the Annual Conference.
- C. Association’s Record. The “Association’s Record” is defined as the Association’s corporate record of its Members in a form that permits the preparation of a list of the names and addresses of all Members, including any electronic address used by a Member, in alphabetical order by class showing the number of votes each Member is

entitled to vote.

- D. College or University. A “college or university” is defined as a college or university with an interest in the mission stated in this Article I, and which is an educational institution that has a curriculum leading to an appropriate certificate of degree.
- E. Executive Board. The “Executive Board” is defined as those certain Board Members holding the offices of President, President-Elect/Immediate Past President, Treasurer, and Secretary.
- F. NACUMS Notes. “*NACUMS’ Notes*” is defined as the Association’s publication that is printed not less than three times per year.

Section 3 Offices. The principal office of the Association shall be located at One Centerpointe Drive, Suite 505, Lake Oswego, Oregon 97035. The Association may have such other offices either within or outside of the State of Oregon, as the Board of Directors may determine or as the affairs of the Association require from time-to-time.

ARTICLE II MEMBERS

Section 1 Membership. The Association shall have six (6) classes of Membership. The designation of such classes and the qualifications and rights of the Membership of such classes shall be as follows:

- A. Individual Membership. Individual Membership is open to any college or university employee responsible for or managerially associated with a college or university mail service department and who is otherwise employed by a college or university. An Individual Member has one vote and is eligible to hold office and serve as a Director.
- B. Institutional Membership. Institutional Membership is open to any college or university with multiple personnel meeting the requirements of Individual Membership and who are employees of the same college or university. An Institutional Member may designate up to three qualified individuals. Each designated representative of an Institutional Membership shall be considered an Individual Member for purposes of voting, holding elective or appointed office in the Association, and for all other purposes as set forth in these Restated and Amended Bylaws.
- C. Benefactor Membership. Benefactor Membership is open to any college or university with multiple personnel meeting the requirements of Individual Membership and who are employees of the same college or university. A Benefactor Membership may designate up to five qualified individuals. Each designated representative of a Benefactor Membership shall be considered an Individual Member for purposes of voting, holding elective or appointed office in the Association, and for all other purposes as set forth in these Restated and Amended Bylaws.
- D. Associate Membership. Associate Membership, is open to any foundation or

association whose funding is established and maintained solely by contributions for the express purpose of supporting the missions, activities, and/or advancing the image of a specific college or university. This category of Membership is available to one qualified individual per organization. Associate Members shall have no voting privileges, are ineligible to hold office, and may not attend Membership meetings.

- E. Vendor Membership. Vendor Membership (with approval of the Board) shall be available to any commercial organization, company or group which serves as a mailing industry vendor and which desires to establish an affiliation between its organization and the Association. Vendor Members shall have no voting privileges, are ineligible to hold office, and may not attend Membership meetings.
- F. Emeritus Membership. Emeritus Membership has one class of Emeritus Members and is opened to retired or retiring Members with at least five (5) years of Membership in the Association at the time of retirement and is ineligible for Individual Membership. The Board of Directors shall receive nominations for Emeritus Membership status. The Board of Directors shall approve or reject the nominations based on criteria such as: (i) years of Membership; and (ii) the level of activity with the Association, offices held, etc. Emeritus Members shall be required to pay membership dues. Emeritus Members have no voting privileges, are ineligible to hold office, and may not attend Membership meetings. Nominees approved by the Board of Directors for Emeritus Membership shall be submitted to the Membership at the Annual Meeting for recognition.

Section 2 Admission. Prospective members shall submit an application to become a Member of the Association specifying the designation of membership class desired. The Board of Directors may from time-to-time prescribe the contents of such application, but if not so prescribed, it shall contain the name, address, and telephone number of such prospective member and the individual to be authorized to vote for the prospective member. Acceptance of an applicant for Membership is made on the condition that the applicant accepts the terms and conditions of Membership and agrees to abide by these Restated and Amended Bylaws.

Section 3 Continuation of Membership. The Board of Directors may from time-to-time set requirements for continuation of Membership, including, but not limited to, the payment of annual dues. Any Member whose dues remain unpaid for more than forty-five (45) days shall be expelled and will no longer be a Member, and, in addition to the other requirements set forth in these Restated and Amended Bylaws, shall not be eligible to serve in any elected or appointed capacity for the Association.

Section 4 Dues and Assessments. The Board of Directors shall fix by resolution annual dues for Individual Members, Institutional Members, Benefactor Members, Associate Members, Vendor Members, and Emeritus Members. The Board of Directors shall also fix by resolution any assessments for Individual Members, Institutional Members, Benefactor Members, Associate Members, Vendor Members, and Emeritus Members. All Members shall be notified of any changes in dues or assessments. Such notification shall be a written document containing an effective date for such change and shall be provided

to all Members not less than forty-five (45) days from the date of the notice. This requirement of notice may be fulfilled by mail or private carrier, including printing in the Association's publication, *NACUMS' Notes*, mailed to each Member or Director's address shown in the Association's Record, or to the extent allowed by law, any form of wire or wireless communication whereby Members either directly or indirectly receive notice.

Section 5 Voting Rights. Each Individual Member shall be entitled to one vote on each matter submitted to a vote of the voting Members of the Association, except as otherwise limited by these Restated and Amended Bylaws.

Section 6 Annual Meeting. The Annual Meeting of the Association (Members) shall be held at least once during each fiscal year, at the time and place appointed by the Board of Directors for the purpose of electing Directors and Officers, or in the event of an election by an electronic or mail ballot of the Directors and Officers, the announcement of the results of such election, and for the transaction of such other business as may come before the meeting. The Annual Meeting of the Association (Members) may be held in conjunction with the Annual Conference of the Association. If the election of Directors shall not be held on the day designated for an Annual Meeting of the Members or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon thereafter as may be convenient.

Section 7 Special Meeting. Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors. The Secretary shall call a Special Meeting upon the written request of three (3) Directors or when demand is made in writing and to the President of the Association by not less than ten percent (10%) of the voting Members of the Association who are in good standing.

Section 8 Place of Meeting. The Annual Meeting of the Members may be held in conjunction with the Annual Conference of the Association or immediately before or after such time as designated by the Board of Directors. Special Meetings of the Members may be held as the Board of Directors may from time-to-time designate. If no designation is made for an Annual Meeting or Special Meeting of the Members, the place of such meeting shall be the principal office of the Association.

Section 9 Notice of Meetings. Written or printed notice stating the place, day and hour of the Annual Meeting of Members and, in case of a Special Meeting of Members, the purpose or purposes for which the meeting is called, shall be given to each Member entitled to vote at such meeting at least seven (7) days before such meeting, or if the notice is mailed by other than first class or registered mail, or electronic communication as provided below, no fewer than thirty (30) days, but in any event, not more than sixty (60) days before such meeting. This requirement of notice for either the Annual Meeting or a Special Meeting may be fulfilled by mail or private carrier, including printing in the Association's publication, *NACUMS' Notes*, mailed to each Member's address shown in the Association's Record or to the extent allowed by law, any form of wire or wireless communication whereby Members either directly or indirectly receive notice of a

meeting.

Section 10 Record Date. For purposes of determining Members entitled to notice of, or to vote at, any meeting of Members, or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the record date shall be fixed as follows:

- A. For purposes of determining the Members entitled to notice of a Member meeting, the record date shall be the date before the day on which first notice is mailed or otherwise transmitted to the Members, or if such notice is waived, the day preceding the day on which the meeting is held;
- B. For purposes of determining the Members entitled to demand a Special Meeting, the record date shall be the date upon which such demand is received by the Association's Secretary;
- C. For purposes of determining the Members entitled to take action without a meeting, the record date shall be the date that the first Member signs the consent;
- D. For purposes of determining the Members entitled to vote by written or electronic ballot, the record date shall be the date proceeding the delivery of the ballots; and
- E. For purposes of determining the Members entitled to exercise any rights and respect to any other lawful action, the record date shall be the date on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 11 Members' List.

- A. The Association shall prepare from the Association's Record an up-to-date list containing an alphabetical list of the names, addresses and Membership dates of all its Members (the "Members' List"). The List must show the class and number of votes each Member is entitled to vote at the meeting for which the Members' List is being produced, if applicable. The Association shall prepare on a current basis through the time of the designated meeting a list of Members, if any, who are entitled to vote at the meeting to which notice has been sent, but are not part of the main Members' List.
- B. The Members' List shall be available for inspection by any Individual Member for the purpose of communication with other Members concerning the meeting to which notice has been sent, beginning two (2) business days after notice of the meeting is given for which the up-to-date Members' List was prepared and continuing through such meeting, and shall be located at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A Member, or the Member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of the Oregon Nonprofit Corporation Act, to copy the Members' List at a reasonable time and at the Member's expense, during the period it is available for

inspection, which includes any adjournment. "Proper purpose" does not include solicitation or other commercial uses of the Members' List.

Section 12 Action by Written or Electronic Ballot. Any action which may be taken at any Annual or Special Meeting of the Members may be taken without a meeting, if so determined by the Board of Directors, and if the Association delivers a written or electronic ballot to every Member entitled to vote on such matter at such Member's last known address as shown on the Association's Record. The election of all Directors, other than the President Director, shall be conducted by written or electronic ballot available to each Member entitled to vote for the respective Director. Ballots for each Director to be elected shall list the candidates recommended by the Elections Committee, or submitted by petition for voting. A voting Member may nominate, by a petition, an additional candidate to those placed in nomination by the Elections Committee for election as an Officer or a Director to serve on the Board of Directors. The petition shall be signed by at least one voting Member, shall designate the name(s) of the candidate(s), and shall include the written consent of the nominee. Such petition shall be filed with the Elections Committee not less than ninety (90) days prior to the date scheduled in which the election of such Directors and/or Officers shall take place.

- A. The written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action, or a ballot for an election shall set forth each office open for such election and all of the nominees available for such vote. Any written or electronic election and the ballot procedures shall be in accordance with the Association's policies.
- B. Approval by written or electronic ballot pursuant to this Section shall be valid only when the number of votes cast by the ballots equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot, except as otherwise provided by these Restated and Amended Bylaws.
- C. Elections for Officers and Directors who are elected shall be concluded no later than thirty (30) days prior to the beginning of the Association's next fiscal year commencing on July 1st.
- D. All actions submitted to the Members for votes by written or electronic ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter set forth on the ballot, other than the election of Directors and/or Officers; (iii) contain instructions marking desired vote and returning the ballots; and (iv) specify a reasonable time by which the ballot must be received by the Association in order to be counted.

Section 13 Participation in Meeting by Remote Communication.

- A. If the Board of Directors authorizes by resolution participation of Members not

physically present for a Membership meeting, Members not physically present may participate in, be deemed present in person at, and vote by electronic communication.

B. The Board shall implement measures to:

- (1) Confirm or otherwise verify that a person participating in the Membership meeting by remote communication is a Member;
- (2) Ensure that a Member may participate by remote communication in an effective manner; and
- (3) The Association shall maintain a record of the vote or other action of a Member that participates in a Membership meeting by remote communication.

C. The notice of a Membership meeting in which the Board has authorized participation by remote communication shall:

- (1) State that participation by remote communication is authorized;
- (2) Provide reasonable instructions for a Member to notify the Association that the Member intends to participate in the Membership meeting by remote communication; and
- (3) Provide reasonable instructions for the participation in and return of the electronic ballot.

Section 14 Action Without Meeting With Unanimous Consent. Action required or permitted by law to be taken at a Membership meeting may be taken without a meeting if the action is taken by all the Members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Association for inclusion in the Minutes or filing with the Association's records. Action taken under this Section is effective when the last Member signs the consent, unless the consent specifies an earlier or later effective date. If not otherwise determined under ORS 65.207 or 65.221, the record date for determining Members entitled to take action without a meeting is designated as the effective date the day before the day in which the first notice is mailed or otherwise transmitted to the Members. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15 Quorum. Ten percent (10%) of the Members of the Association entitled to vote shall constitute a quorum at a Membership meeting. The Members present at a duly organized meeting, or as otherwise set forth in these Restated and Amended Bylaws, may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 16 Proxies. No Member shall have the right to cast his/her vote on any matter by

proxy.

Section 17 Resignation. Any Member may resign at any time. The resignation of such Member does not relieve such Member from any financial obligations that such Member may have to the Association if such financial obligations were incurred prior to resignation.

Section 18 Expulsion or Suspension.

- A. Expulsion or Suspension for Cause. Any Member may be expelled or suspended from Membership by the Board of Directors for cause other than for nonpayment of dues. In the event that the Board of Directors deems it appropriate to initiate proceedings to expel or suspend a Member, the Board shall give such Member written notice of the proposed expulsion or suspension and the reason(s) for such proposed expulsion or suspension not less than fifteen (15) days prior to the date that such expulsion or suspension is due to take effect. If within said fifteen (15) day period the Member requests the opportunity to be heard, the President shall either set a date for the Member to be heard on the question of such Member's expulsion or suspension or, at the discretion of the President, shall permit such Member to present written testimony on the issue of such Member's expulsion or suspension. The President shall appoint not less than three (3) Members' of the Board of Directors to hear the Member's appeal. Only those Board Members present for oral testimony, or those Board Members who personally review the written testimony, shall be eligible to vote concerning the expulsion or suspension of such Member. A two-thirds vote of such Directors is required to expel or suspend such Member. The effective date of any such expulsion or suspension shall be no sooner than five (5) days following said oral or written testimony. Any written notice given pursuant to this Section, must be delivered to such Member and notice shall be deemed to have been given by the following means:(i) hand-delivered during normal business hours (provided that notices which are hand-delivered shall not be effective unless the signature has been obtained of such Member at such address that the notice has been received); (ii) upon the day of delivery if the notice has been deposited in a authorized receptacle of the United States Postal Service as first-class, registered or certified mail, postage prepaid, with a return receipt requested (provided that the Association has in its possession the return receipt to prove actual delivery); or (iii) one (1) Business Day after the notice has been deposited with either FedEx or United Parcel Service to be delivered by overnight delivery (provided that the Association receives a confirmation of actual delivery from the courier) all of which using the last known address of such Member shown on the Association's Record. Any Member who has been expelled or suspended will continue to be liable to the Association for those dues, assessments or fees incurred by such Member prior to the expulsion or suspension.
- B. Expulsion for Nonpayment of Dues. Any Member shall be expelled from Membership for the nonpayment of dues after forty-five (45) days advance written notice and the failure of the Member to pay the dues.

Section 19 Reinstatement.

- A. After the expiration of one year from the date of expulsion or suspension for cause, other than nonpayment of dues, and upon written request signed by a former Member and filed with the Association, the Board of Directors may, by affirmative vote of a simple majority of the Directors, reinstate such former Member upon such terms as the Board of Directors deems appropriate.
- B. A Member suspended for nonpayment of dues may be readmitted as a Member by payment of dues and submission of a completed application as provided for in these Restated and Amended Bylaws.

Section 20 Transfers. No Member may transfer its Membership or any right arising therefore, except as permitted by these Restated and Amended Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1 General Powers. All corporate powers of the Association shall be exercised by or under the authority of the Board of Directors and the affairs of the Association shall be managed under the direction of the Board of Directors. Additionally, the duties of the Board of Directors shall be to assist the President in the control and the management of the Association, to act on matters involved with the expenditure of funds, and to consider and make recommendations for resolutions to be presented to the voting body. Directors need not be residents of the State of Oregon.

Section 2 Number and Tenure.

- A. Board Size Limitation. At the time of adoption of these Restated and Amended Bylaws, there were thirteen (13) Director's serving on the Board of Directors. After completion of the Board Size Transition Procedures setting forth the Board Size Limitation, except as provided in this Article III, the number of Directors serving on the Board shall be fixed at nine (9) Directors (the "Board Size Limitation"). On March 8, 2019, the Board of Directors adopted a resolution setting forth a summary of the procedures designated to reduce the number of Directors serving on the Board, which will constitute as the entire Board of Directors, in order to effectuate compliance with the Board Size Limitation, which may be amended from time-to-time by the Board (the "Board Size Transition Procedures").
- B. Directors Serving on the Board. After completion of the Board Size Limitation, there shall be nine (9) Directors. The Board shall be comprised of five (5) Designated Directors and four (4) Elected Directors. The Designated Directors shall consist of: (i) the President Director; (ii) the President-Elect/Immediate Past President Director; (iii) the Secretary Director; (iv) the Treasurer Director; and (v) the Council of Regionals Director. The Elected Directors are four (4) Directors elected at large.
- C. Executive Board of Directors. The Executive Board shall be comprised of the then-

serving President Director, President-Elect/Immediate Past President Director, the Secretary Director and the Treasurer Director. The President-Elect Director, the Secretary Director, and the Treasurer Director shall be elected by the Members of the Association either by written or electronic ballot as provided for in these Restated and Amended Bylaws. The Secretary and Treasurer Director shall each serve a two-year term. The President-Elect Director shall serve a one-year term as President-Elect Director, and a two-year term as President Director, and one-year term as the Immediate Past President beginning at the conclusion of their term as President.

- D. Council of Regionals Director. The members of the Council of Regionals shall vote on and appoint the Council of Regionals Director, who will represent all the regional associations that have been recognized by the Association and which together comprise the Council of Regionals. The Council of Regionals Director shall serve a two-year term.
- E. Elected Directors. The four (4) Elected Directors shall be elected by the Members of the Association either by written or electronic ballot as provided for in these Restated and Amended Bylaws and shall serve a two-year term. After completion of the Board Size Transition Procedures, the four (4) Elected Directors' terms shall be held so that the terms of the Elected Directors are staggered between odd and even years
- F. Directors' Term Limits. A Director shall serve until its successor is elected and qualifies. No Member of the Board of Directors may hold more than one elected office at a time. A Director shall serve no more than two consecutive terms.
- G. Amendment to Board Size Limitation. The number of Directors may be increased or decreased from time-to-time by resolution of the Board of Directors approved by not less than the majority of the then-Board of Directors. No decrease in numbers shall have the affect of shortening the term of any Director. In the event that the number of Directors has increased and new directors are appointed, the term will extend to the next Annual Meeting of the Board of Directors.

Section 3 Election of Directors.

- A. The Elections Committee shall solicit nominations for Individual Member Directors and other Officers from the Membership no less than ninety (90) days before the end of the Association's fiscal year. If insufficient nominations are received, the Committee will nominate Members.
- B. The Association shall send to each Member via electronic communication a link to an online electronic ballot listing nominations for each position, or if a written ballot, the ballot shall contain the listing nominations for each position and contain instructions for the marking of each vote and instructions on returning the ballot. The ballot shall be available and/or mailed no less than forty-five (45) days before the end of the Association's fiscal year. The Members shall cast their online ballot prior to the stated deadline, and shall submit their written vote pursuant to the instructions included with

the ballot. The Member Services Committee shall notify the Executive Board of the results of any such election. The Member Services Committee shall first notify the nominees of the results, and then the Membership.

- C. Any nominee, who wins an election but is unable to fill the upcoming position for any reason, the next nominee, by number of votes, shall be selected.

Section 4 Qualifications of Directors. All Directors shall be Individuals Members and Members in good standing.

Section 5 Regular Meetings. The Board of Directors shall hold at least one meeting each year, which may be held in conjunction with the Annual Conference of the Association. This meeting shall be deemed the Regular Meeting of the Board of Directors. The requirement of notice of the Regular Meeting may be fulfilled by mail or private carrier, including printing in the Association's publication, *NACUMS' Notes*, mailed to each Director's address shown in the Association's Record or to the extent allowed by law, any form of wire or wireless communication whereby the Directors either directly or indirectly receive notice of a meeting.

Section 6 Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President, with the approval of the Board of Directors, or three (3) of the Directors may call for a Special Meeting of the Board of Directors. The person or persons authorized to call a Special Meeting of the Board may fix any place, either within or outside of the State of Oregon, as the place for holding any Special Meeting of the Board called by such persons.

Section 7 Participation in Meeting by Remote Communication.

- A. If the Board of Directors authorizes by resolution participation of Directors not physically present for a Regular Meeting or Special Meeting, Directors not physically present may participate in, be deemed present in person at, and vote by electronic communication.
- B. The Board shall implement measures to:
 - (1) Confirm or otherwise verify that a person that is participating in the meeting by remote communication is a Director;
 - (2) Ensure that a Director may participate by remote communication in an effective manner; and
 - (3) The Association shall maintain a record of the vote or other action of a Director that participates in a meeting by remote communication.
- C. The notice of a Regular or Special Meeting of the Board has authorized participation by remote communication shall:

- (1) State that participation by remote communication is authorized;
- (2) Provided reasonable instructions for a Director to notify the Association that the Director intends to participate in the meeting by remote communication; and
- (3) Provide reasonable instructions for the participation in and return of the electronic ballot.

Section 8 Notice. Notice of the time and place of any Special Meeting of the Board of Directors shall be delivered at least (2) two days prior to such meeting by written or electronic transmission or notice delivered personally or sent to each Director at his/her address as shown by the Association's Records. To the extent allowed by law, notice of a Special Meeting of the Board of Directors may be fulfilled by wire or wireless communication whereby Directors either directly or indirectly receive notice of a meeting. A Director, by acceptance of election to the Board of Directors, consents to notification of meetings by wire or wireless communication. If mailed via the US Postal Service, such notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent via wire or wireless communication, such notice shall be deemed to be delivered on the day following the sending of such wire or wireless communication sent. Any Director may in writing waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Restated Articles of Incorporation or by these Restated and Amended Bylaws.

Section 9 Quorum. A majority of the Board of Directors fixed by these Restated and Amended Bylaws or by resolution shall constitute a quorum for the transaction of business at any meeting of the Board. If there is not a quorum at any said meeting, a majority of the Directors present or as provided for in these Restated and Amended Bylaws, may adjourn the meeting from time-to-time without further notice other than the announcement at the meeting, until a quorum shall be present.

Section 10 Vacancies and Removal.

- A. A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any Director, or if a Director is no longer eligible for Membership.
- B. All or any number of Directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the Members who elect them.
- C. A Director's absence from three or more consecutive meetings may be considered grounds for removal from the Board of Directors. Such a vacancy on the Board may be filled by a majority of the remaining Directors.

- D. Only the Members of the Council of Regionals comprised of the Regional Associations recognized by this Association or its Board of Directors may participate in the vote to remove the Council of Regionals Director, except in the instance where the Council of Regionals Director is absent from three or more consecutive meetings. Only the Council of Regionals recognized by this Association shall name a replacement for filling a vacancy for the Council of Regionals Director.
- E. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a Director is tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.
- F. Vacancies on the Board of Directors and any Director position to be filled by reason of an increase in the number of Directors may be filled by a majority vote of the remaining Directors.
- G. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the Directors. A Director filling a vacancy shall serve the remainder of the unexpired term.

Section 11 Manner of Acting. The act of a majority of the Directors present in person at a meeting, or as otherwise provided, at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Restated and Amended Bylaws.

Section 12 Reports to the Membership. The Board of Directors shall report the results of any actions taken by the Board to the Membership in the Association's publication, *NACUMS' Notes*, on the Association's Internet website, or at the Annual Meeting of the Members.

Section 13 Compensation. Directors, as such, shall not receive any stated salaries for their services. By resolution of the Board of Directors, each Director may be reimbursed for reasonable and necessary expenses incurred in discharging his or her duties as a Director and in furtherance of the purposes of the Association.

Section 14 Action Without Meeting With Unanimous Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote. To the extent allowed by law, the requirement of unanimous consent may be fulfilled by wire or wireless communication by the Board of Directors.

Section 15 Telephone Meetings. Members of the Board of Directors, or any Committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any Committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. A meeting of the Board of Directors may be conducted by wire or wireless communication whereby all Directors may simultaneously communicate with each other and as otherwise provided by law

Section 16 Conflicts of Interest.

- A. A transaction in which a Director of the Association has a Conflict of Interest, the transaction may be approved by:
 - (1) An advanced vote of the Board of Directors, if the material facts of the transaction and the Director's interest in the transaction were disclosed or previously known to the Board of Directors; or
 - (2) If the material facts of the transaction and the Director's interest in the transaction were disclosed or known to the Members and they authorized, approved or ratified the transaction.
- B. A Conflict of Interest transaction is a transaction with the Association in which a Director of the Association has a direct or indirect interest in the transaction. A Conflict of Interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to the Association at the time it was entered into, or if the transaction is approved as provided for in Subsection A.(2) of this Section.
- C. For the purposes of this Section as it relates to a Conflict of Interest transaction, a Director of the Association has an indirect interest in a transaction if:
 - (1) Another entity in which the Director has a material interest or in which the Director is a general partner of such entity is a party to the transaction; or
 - (2) Another entity of which the Director is a director, officer or trustee of such entity is a party to the transaction, and the transaction should be considered by the Board of Directors.
- D. For purposes of Subsection A.(2), a Conflict of Interest transaction is authorized, approved or ratified if it received the affirmative vote of a majority of the Board of Directors, who have no direct or indirect interest in such transaction. A transaction may not be authorized, approved or ratified under this Section by a single Director. If a majority of the Board of Directors, who have no direct or indirect interest in such transaction vote to authorize, approve or ratify the transaction, a quorum is considered to be present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in such transaction does not

affect the validity of any action taken under Subsection A.(1) of this Section if the transaction is otherwise approved as provided in Subsection A.(2) of this Section.

- E. For purposes of Subsection A.(2) of this Section, a Conflict of Interest transaction is authorized, approved or ratified by the Members if it receives a majority of the votes entitled to be counted under this Subsection. Votes cast by or voted under the control of a Director who has a direct or indirect interest in such transaction shall not be counted in a vote of Members to determine whether to authorize, approve or ratify a Conflict of Interest transaction under the terms of this Section. A majority of the Members that are entitled to vote on the transaction under this Subsection constitutes a quorum for the purpose of taking action under this Section.

ARTICLE IV OFFICERS

Section 1 Officers. The Officers of the Association shall be the President, President-Elect/Immediate Past President, Secretary and Treasurer. Aside from their individual duties enumerated below, the Officers are also responsible for the development and implementation of the Association's strategic plan. Such other Officers and assistant Officers may be appointed by the Board of Directors.

Section 2 Election and Term of Office. The President-Elect, Secretary and Treasurer shall be elected by a majority vote of the voting Members via written or electronic ballot in a manner consistent with Article III, Section 3 of these Restated and Amended Bylaws. The Elections Committee shall be responsible for conducting this process, which shall coincide with the election of Directors to the Association.

- A. The President President-Elect shall serve a one-year term as President-Elect, followed by a two-year term as President, and a final one-year term as Immediate Past President for a total of four (4) years.
- B. The Secretary and Treasurer shall serve no more than two consecutive two-year terms in the same office.
- C. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor has been duly appointed and qualified, until his or her death, or until he or she resigns or has been removed in the manner hereinafter provided.

Section 3 Vacancies and Removal.

- A. Vacancy in the Office of the President. A vacancy in the office of the President because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors' appointment of the Immediate Past President or President-Elect to serve out the remaining term of the office
- B. Vacancy in Other Offices. A vacancy in the office of any other Officer, exclusive of

the President, President-Elect /Immediate Past President, the Board of Directors shall fill such office an affirmative vote of the majority of the Board of Directors for the remainder of the term(s) for such office

- C. Removal. To the extent authorized by the Oregon Nonprofit Corporation Act, any Officer may be removed, or any office not required by the Articles of Incorporation or by statute, may be abolished at any time by the affirmative vote of a majority of the Board of Directors, whenever in its sole discretion it is in the best interest of the Association.
- D. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective
- E. Contract Rights. This Section shall not affect the contract rights of the Association or any Officer, nor shall the election or appointment of an Officer by itself create any contract rights.

Section 4 President. The President shall be the principal officer of the Association and the chairperson of the Board of Directors. Subject to the control of the Board of Directors, the President shall act as the chief executive officer of the Association and shall, in general, supervise the business and affairs of the Association. The President shall, when present, preside at all meetings of the Membership and, in general, excluding the duties of the Secretary as defined in Subsection 7 of this Section, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time-to-time. The President will have responsibility for all external relations of the Association, which will include the Association's interactions with outside organizations, vendors, and/or the US Postal Service.

Section 5 President-Elect / Immediate Past President. The President-Elect/Immediate Past President shall act as assistant to the President and assume duties as assigned by the President. In the permanent or long-term absence of the President, the President-Elect/Immediate Past President shall have all the powers and prerogatives of the President. The tenure of the President-Elect is a learning experience and all efforts should be made to obtain the necessary experience to lead the Association. When serving in the capacity as the Immediate Past President such position will act as a consultant to the current Officers of the Association. The Immediate Past President may serve on committees as determined by these Restated and Amended Bylaws or the President. The Immediate Past President will have the option to remain active on all issues, continue as part of the leadership team, and maintain their active status as a Member of the Board of Directors.

Section 6 Secretary. The Secretary shall: (a) prepare the minutes of the Board of Directors' meetings and keep them in one or more books provided for that purpose; (b) authenticate

such records of the Association as required from time-to-time; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Association, if any, and see that the seal of the Association, if any, is affixed to all duly authorized documents executed on behalf of the Association under its seal; (e) keep a register of the post office addresses and email addresses of each Director and Member; (f) in general, perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned by the Board of Directors; and (g) scheduling the Membership meetings, scheduling meetings of the Board of Directors, as well as other duties to ensure the viability of the Association.

Section 7 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the Board of Directors; and (d) additionally, it is the responsibility of the Treasurer to maintain and supply financial information as requested by the President of the Association.

Section 8 Other Officers. Other Officers, assistant officers or agents appointed by the Board of Directors shall exercise such powers and perform such duties as shall be determined from time-to-time by the Board of Directors, except such duties as shall be exclusively delegated to the Board of Directors by statute, the Articles of Incorporation, or these Restated and Amended Bylaws.

ARTICLE V COMMITTEES

Section 1 Elections Committee. The Elections Committee shall consist of a Chair and two assistants who shall be appointed each year by the President. Its duty is to oversee the entire election process, including nominations and balloting. Members who are seeking election or appointment as Officers or Directors at the next regularly-scheduled election shall not be eligible to serve on the Elections Committee. The Elections Committee shall report all nominations to the Association's Members in a timely manner.

Section 2 Standing Committees. The permanent Standing Committees of the Association shall include the Member Services Committee, Communications, Professional Resources, and Conference Committees. Unless otherwise specified in these Restated and Amended Bylaws, the chair or co-chair of a Standing Committee shall appoint the members of the Committee. Unless otherwise designated in these Restated and Amended Bylaws. The general purpose of each Standing Committee shall be to carry out such functions and responsibilities as are assigned to it by the Board of Directors, except those items prohibited in this Article V. Additional Standing Committees may be established by the President and/or a majority of the Board of Directors. The President shall appoint the chair or co-chair of each Committee.

Section 3 Limits on Authority of Committees. No Committee may do any of the following:

- A. Authorize distributions that have not been authorized by the Board of Directors;
- B. Approve or recommend to Members dissolution, merger, or sale, pledge or transfer of all or substantially all of the Association's assets;
- C. Elect, appoint or remove Directors or fill vacancies on the Board;
- D. Adopt, amend or repeal the Articles of Incorporation or Bylaws; or
- E. Submit to the Members of the Association a report without prior submission of the report to the Board of Directors.

Section 4 Other Committees. The Committees described in Sections 1 and 2 of this Article above do not have nor exercise the authority of the Board of Directors in the management of the Association and are not subject to the provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors. The Board of Directors may, from time-to-time, request such Committees to provide the Board with a full and complete report when required.

Section 5 Committees Having Authority. Committees having and exercising the authority of the Board of Directors in the management of the Association are required to comply with the following:

- A. Term of Office. Committee Members shall serve for a period of one year and may be reappointed to a Committee for successive terms of office. Each Member of a Committee shall continue as such until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such Member is removed from such Committee, or unless such Member shall cease to qualify as a Member thereof.
- B. Vacancies. Vacancies in the Membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- C. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a Standing Committee and except as provided in Section 1 under this Article, a majority of the whole Committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Committee. At least two of the Committee Members present must then be Members of the Board of Directors.
- D. Rules. A Committee having authority as defined by the Oregon Nonprofit Corporation Act shall comply with the Act, and may adopt rules for its own governance not

inconsistent with these Restated and Amended Bylaws or with rules adopted by the Board of Directors. The provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to Committees and their Members as well.

ARTICLE VI SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its Directors or Officers.

ARTICLE VII COUNCIL OF REGIONALS ASSOCIATION

Section 1 Authorization of Formation. The Board of Directors of this Association has authorized the formation of and to provide certain support to a new association, which will be known as the Council of Regionals. The Council of Regionals will consist of at least one representative of every Regional Association previously recognized by this Association. The Council of Regionals will be a self-governing Board. This Association reserves the right for the approval of any additional Regional Association eligible for and participation in the Council of Regionals. Except for provided for in this Section 1, this Association shall have no control whatsoever regarding the procedures, membership requirements, dues structure, bylaws, election and composition of the board of directors, the administration or operation of the Council of Regionals.

Section 2 Recognized Regional Associations Eligible for Council of Regionals Membership. The Council of Regionals will be comprised of the following recognized Regional Associations: (i) ACUMS – Association of College and University Mail Services; (ii) ARMCUMS – Association of Rocky Mountain College and University Mail Services; (iii) CUMSA – College and University Mail Services; (iv) MARCUMS – Mid Atlantic Region of College and University Mail Services; (v) WAUCM – Western Association of University and College Mailers; (vi) SWACUMS – Southwest Association of College and University Mail Services; and (vii) UMMA – University Mail Managers Association. Each Regional Association and the Council of Regionals are all independent entities, and not the agent or agents of this Association. Furthermore, the Council of Regionals and its officers, directors and members are not authorized to represent that the Council of Regionals is authorized to contract for or legally bind this Association in any way. The relationship of the parties is that of separate and independent entities.

Section 3 Services Provided to the Council of Regionals. The Association shall continue to provide the following to the recognized Regional Associations that comprise of the Council of Regionals: (a) renewal of regional dues through the Association’s website (small fee); (b) Go To Meeting account for regional use (free of charge); (c) Email listserv services (free of charge); (d) Electronic voting services (free of charge); (e) Access to Jotform, electronic forms (free of charge); (f) Regional registration discounts to the Association’s conference (free of charge); and (g) DropBox file storage (free of

charge).

ARTICLE VIII LOANS TO DIRECTORS AND OFFICERS PROHIBITED

The Association shall make no loans to its Directors or Officers.

ARTICLE IX ACTIONS AGAINST OFFICERS AND DIRECTORS

The Association shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Director or Officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a Director or as an Officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE X CONTRACTS, LOANS, CHECKS, DEPOSITS, DISTRIBUTIONS OF FUNDS

Section 1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time-to-time be determined by a resolution of the Board of Directors.

Section 4 Deposits. All funds of the Association not otherwise employed shall be deposited from time-to-time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 Distribution of Funds. Distribution of funds shall be handled by the following method:

- A. \$0 - \$500: Authorization of Treasurer.
- B. \$500.01 - \$1,000: Electronic or verbal approval from the President or the President-Elect / Immediate Past President.
- C. \$1000.01 - \$2,500: Electronic approval from the President and the President-Elect /

- Immediate Past President.
D. \$2,500.01 +: Majority vote of the Board of Directors.

ARTICLE XI BOOKS AND RECORDS

Section 1 Books and Records. The Association shall keep a correct and complete account of the books and records of the Association, and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names, mailing addresses and electronic addresses of the Directors and Members of the Association entitled to vote. All books and records of the Association may be inspected by any Director, Member, or agent, for any proper purpose at any reasonable time as required by the Oregon Nonprofit Corporation Act.

Section 2 Financial Statements. At the close of each taxable year the Directors shall engage the services of an accountant to prepare all of its required financial documentation for the Association.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Restated and Amended Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Association shall be from July 1st through June 30th.

ARTICLE XIV AMENDMENTS OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1 Amendment of Articles of Incorporation. The Articles of Incorporation of the Association may be altered, amended, restated or new articles of incorporation adopted by the Board of Directors and Members of the Association in the following manner:

- A. The Board of Directors shall, at any Regular or Special Meeting of the Board, adopt a resolution setting forth the proposed alteration, amendment, or restatement and directing that it be submitted to a vote of the Members at an Annual or Special Meeting of the Members or by written or electronic ballot.
- B. Written notice of the date, time and place of such Regular or Special Meeting of the Directors or Annual or Special Meeting of the Members shall be sent by first class mail to each Director or Member entitled to vote not less than thirty (30) days prior to the scheduled Meeting. If the vote is by written or electronic ballot, such notice shall

be sent not less than thirty (30) days prior to the commencement of balloting. The requirement of notice may be fulfilled by printing of the notice in the Association's publication, *NACUMS' Notes*. The notice to Directors and Members shall include or be accompanied by a copy or summary of the proposed alteration, amendment, or restatement, or state the general nature of the change. The notice may also direct the Directors or Members to the Association's website to obtain a copy or summary of the proposed alteration, amendment, or restatement.

- C. The proposed alteration, amendment, or restatement shall require approval by a majority vote of the Board of Directors. The proposed alteration, amendment, or restatement shall be adopted upon receiving approval by a two-thirds vote of the Members in compliance with these Restated and Amended Bylaws, at such Annual or Special Meeting. Voting by the Members may also be conducted by written or electronic ballot in accordance with these Restated and Amended Bylaws, except that adoption shall require the approval by two-thirds of the ballots cast.

Section 2 Amendment of Bylaws. The Bylaws of the Association may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Directors present at any Regular Meeting or at any Special Meeting, if written notice is given of the intention to alter, amend or repeal, or to adopt new Bylaws at such meeting and a copy of the proposed change(s) has been communicated in writing to each Member of the Board of Directors not less than twenty (20) days prior to the meeting of the Board of Directors.

ARTICLE XV CHOICE OF LAW

The validity of these Restated and Amended Bylaws, and the rights, obligations and relations of the parties hereunder, shall be construed and determined under and in accordance with the substantive laws of the State of Oregon, without regard to its principles of conflicts law.

ARTICLE XVI HEADINGS

The headings contained in these Restated and Amended Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Restated and Amended Bylaws.

* * *

I, Angie Staples, as Secretary of the National Association of College and University Mail Services, do hereby certify the foregoing to be the Restated and Amended Bylaws of said Association, as approved by the Board of Directors as provided for in Article XIV of the Bylaws that were effective October 26, 2016.

By: _____
Angie Staples, Secretary

Restated, effective March 31, 2009
Restated, effective October 16, 2010
Revised and Approved, October 17, 2013
Revised and Approved, October 26, 2016
Restated and Amended, Approved June 30, 2019