

National Council for State Authorization Reciprocity Agreements

BYLAWS

(Effective Date: May 14, 2014; Latest revision: October 29, 2020)

ARTICLE I

Name and Location, Description, Mission, and Purpose

Section 1: Name and Location

The name of the organization is the National Council for State Authorization Reciprocity Agreements (NC-SARA). Its principal place of business shall be in Boulder, Colorado.

Section 2: Description

The National Council for State Authorization Reciprocity Agreements is an independent and autonomous organization operating as a coordinating body for the voluntary State Authorization Reciprocity Agreements among regional higher education compacts and their member states, districts, and U.S. territories. Participating regional compacts include: the Midwestern Higher Education Compact (MHEC), the New England Board of Higher Education (NEBHE), the Southern Regional Education Board (SREB), and the Western Interstate Commission for Higher Education (WICHE), hereinafter the Regional Compacts. NC-SARA shall promote and certify the consistency of the four regional SARA agreements and provide a venue for discussing problems and mediating disputes that might threaten the continuation of the agreements.

Section 3: Mission

The National Council for State Authorization Reciprocity Agreements, in collaboration with the four Regional Compacts, was established to develop and implement an effective and efficient reciprocal state-level authorization process for postsecondary distance education. Its mission is to provide broad access to postsecondary education opportunities to students across the country, to increase the quality and value of higher learning credentials earned via distance education, and to assure students are well served in a rapidly changing education landscape.

NC-SARA strives to achieve its mission by:

- a. Promoting and advancing efforts to ensure inter-regional alignment on core elements and requirements of State Authorization Reciprocity Agreements (SARA);
- b. Working collaboratively with the full spectrum of stakeholders in the higher education community, including but not limited to, large- and small-scale distance education providers, regional and national accreditation agencies, elected state officials, state regulators, and state higher education executive officers;
- c. Building public awareness of and support for SARA through regular communications to students, states, accreditors, institutional leaders and other stakeholders; and

- d. Participating actively in cooperative efforts of states and the larger higher education community to improve service to students and the nation through distance education.

ARTICLE II

Board of Directors

Section 1: NC-SARA Governing Board

NC-SARA shall be governed by a Board of Directors of no fewer than 17 or more than 24 individual Board members. The duties and responsibilities of NC-SARA Board members are limited to those contained within these bylaws. Board members shall come from the range of impacted groups to assure a wide range of support as the interstate reciprocity agreements are promoted and implemented, while also taking into consideration the need for those groups to have a permanent voice. Board members shall be drawn from all institutional sectors (including large- and small-scale distance education providers), regional and national accreditation agencies, and state officials including state regulators and state higher education executive officers.

- a. **Nomination and Election.** The Executive Committee of the Board shall consider nominees and recommend candidates to the Board for election. Prospective NC-SARA Board members may self-nominate or be nominated by others to serve. Board members shall be chosen from those nominated through a majority vote of the Board.

At least fourteen (14) days prior to any Board meeting at which new members of the Board will be elected, the Executive Committee shall provide each member of the Board with a list of nominees for election to the Board together with such background information regarding the nominee that the Executive Committee deems relevant to Board service. From the list of nominees provided by the Executive Committee, the Board shall elect by majority vote those individuals to fill open seats on the Board.

- b. **Selection Criteria.** Though the Board shall represent a diverse set of perspectives and interests, membership shall not be driven by numerical representation or delegated interests. Instead, members shall be selected based on their knowledge of the field, ability to work across multiple perspectives, and commitment to the collaborative work and success of SARA and NC-SARA.
- c. **Regional Compact Presidents.** The presidents of the four named Regional Compacts—as described in Article I, Section 2—of these bylaws, (or their designees) shall be voting Board members of NC-SARA, but they shall not be eligible to serve as the NC-SARA Chair, Vice Chair, or Treasurer. There shall be no designated term of office for the presidents of the Regional Compacts (or their designees) serving as NC-SARA Board members, nor a limitation on consecutive terms.
- d. **Resignation.** Any member may resign by written notice to the NC-SARA President and Chief Executive Officer (CEO) and the NC-SARA Board Chair.

- e. **Removal.** Any NC-SARA Board member who misses two consecutive NC-SARA meetings without advance notice or justification shall automatically lose his or her membership on the NC-SARA Board. Additionally, the NC-SARA Board may, at its discretion, remove a Board member at any time for due cause by two-thirds vote of all NC-SARA Board members.

- f. **Terms of Office.** Except as provided for in Article II, Section 1, c, members of the NC-SARA Board appointed after June 1, 2018, shall serve a maximum of two, three-year terms. The term of office for Board members shall begin on the day following their election to the board and end at the conclusion of the final NC-SARA Board meeting of the last calendar year of their specified term. The terms of successor Board members shall begin at that same time, or upon appointment if filling a mid-term vacancy.

- g. **Vacancies.** When a vacancy on the NC-SARA Board exists mid-term, this seat may be filled through a special nomination process determined by the President and CEO in consultation with the Executive Committee. Any NC-SARA Board member selected to fill a vacancy shall serve the remainder of the term for the vacant seat, but may continue to serve if elected through the general nomination and selection process.

- h. **Compensation.** NC-SARA Board members shall not receive compensation for their service, but may be reimbursed reasonable travel costs associated with attendance at NC-SARA meetings and any Executive Committee, ad hoc committee, or task force meetings.

- i. **Conflict of Interest.** Each Board member is required to review, disclose, and sign a Code of Conduct and Conflicts of Interest Policy annually.

- j. **Officers.** NC-SARA shall have four officers: Chair, Vice Chair, Secretary, and Treasurer. Officers shall serve a maximum of two, two-year terms, ending at the conclusion of the final NC-SARA Board meeting of the last calendar year of their specified term. Officers shall have the following duties:
 1. **The Chair.** The Chair shall convene and preside over all meetings of the NC-SARA Board and of its Executive Committee and is an ex officio member of all other standing committees. He or she shall additionally perform such other duties and have such other authority, and such other powers as the Board of Directors may from time to time prescribe.

 2. **The Vice Chair.** The Vice Chair shall serve on the Executive Committee and preside over meetings in the absence of or at the request of the Chair.

 3. **The Treasurer.** The Treasurer shall serve on the Executive Committee and oversee the management and reporting of NC- SARA finances.

 4. **The Secretary.** The Board of Directors designates the NC-SARA President and CEO to

serve as Secretary and prepare and maintain minutes of meetings of the Board of Directors and other records as required to be kept by NC-SARA under the Colorado Revised Statutes and for authenticating records of NC-SARA.

k. Procedures for Electing and Designating Officers of the Corporation

The Board of Directors elects a Chair, Vice Chair, and Treasurer to serve as Officers of the corporation and designates the President and CEO to serve as Secretary. Officers of the corporation shall serve on the Executive Committee of the Board of Directors.

Section 2: Executive Committee

An Executive Committee shall provide support and guidance to the President and CEO on a regular basis.

- a. **Executive Committee Action.** When matters require timely execution and, for practical reasons, cannot wait for a meeting of the full NC-SARA Board, the Executive Committee may act for and exercise all the powers of NC-SARA Board between meetings, except as such actions and powers are reserved to the Board in accordance with these bylaws. Such actions by the Executive Committee shall be promptly reported to the full Board.
- b. **Membership.** The Executive Committee shall be elected by the NC-SARA Board. Protocol for the election of Executive Committee members follows the same protocol as for the election of officers. There shall be up to eight members of the Executive Committee, all of whom shall be currently serving the NC-SARA Board and two of whom shall be the president of a participating Regional Compact. The four Regional Compact presidents shall choose which two of their members shall serve on the Executive Committee, and those designated members shall serve on the Committee without term limits. Executive Committee members not serving as Regional Compact presidents shall serve a two-year term, ending at the conclusion of the final NC-SARA Board meeting of the last calendar year of their specified term. Such Executive Committee members shall have an option to serve an additional two-year term, with the approval of the NC-SARA Board. The Chair, Vice Chair, and Treasurer of NC-SARA shall serve on the Executive Committee *ex officio*, without regard to Executive Committee term limits. The Chair and Vice-Chair of the NC-SARA Board shall be Chair and Vice-Chair, respectively, of the Executive Committee. The Executive Committee shall also include the following non- voting individuals in its meetings:
 - i. **President and Chief Executive Officer.** The President and CEO—described in Article III, Section 2—shall serve on the Executive Committee, but shall not vote on any matters.
 - ii. **Past Chair.** The Chair from the previous term shall serve as confidant and advisor to the new Chair, but he/she shall not be required to attend Executive Committee meetings.
- c. **Specified duties.** The Executive Committee shall meet regularly and have the following responsibilities:
 - i. Solicit and consider nominations for NC-SARA Board Members and recommend candidates to the NC-SARA Board for the Board’s consideration and election.

- ii. Solicit nominations for NC-SARA officers, Executive Committee and Finance Committee members from the full Board, and recommend candidates to the Board for its consideration and election.
 - iii. Evaluate the performance of the NC-SARA President and CEO and, in consultation with the Finance Committee, recommend his/her compensation to the NC-SARA Board prior to the beginning of each fiscal year.
 - iv. Assess evolving distance education issues and practices, review proposals or requests for substantive changes to SARA policies, procedures and agreements, and recommend any necessary or advisable changes to the Board.
 - v. Identify an auditing firm for periodic audits in collaboration with NC-SARA staff, receive the audits, and report findings to the Finance Committee and Board. When acting in the capacity of Executive Committee member, the Treasurer will be recused from voting to approve the audit.
 - vi. Any other duties enumerated elsewhere in these bylaws or assigned to the Executive Committee by the Chair of NC-SARA and not otherwise the exclusive province of the NC-SARA Board.
- d. **Vacancies on the Executive Committee.** Vacancies on the Executive Committee shall be filled by vote of a majority of the remaining members of the Executive Committee. A person so elected shall serve until the next meeting of the NC-SARA Board, at which time a special election shall be held to fill the vacancy for the remainder of the unexpired term.

Section 3: Waiver of Notice

Except as otherwise provided by law, whenever any notice is required to be given to any NC- SARA Board member under the provisions of the Colorado Revised Statutes or under the provisions of the bylaws of NC-SARA, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to NC-SARA for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice

ARTICLE III

Governance

Section 1: Governance

The NC-SARA Board shall have oversight over the general operation of NC-SARA and shall delegate responsibility as set forth in section 2 below. The NC-SARA Board shall review and approve the annual budget at the Spring Board meeting and the financial audit following the recommendation of the Finance Committee at the Fall Board meeting.

Section 2: President and CEO and Staff

The NC-SARA President and CEO shall be the chief executive officer of NC-SARA and be responsible for administering the work and budget of NC-SARA, pursuant to the decisions of the Executive Committee and the full Board. The President and CEO shall be responsible for the records and accounts of NC-SARA and shall hire and manage NC-SARA staff. The President and CEO shall be nominated by the NC-SARA Executive Committee and confirmed by a two-thirds majority vote of the NC-SARA Board. The President and CEO shall attend all Executive Committee and general NC-SARA meetings, but shall not vote on any matters.

ARTICLE IV NC-SARA Meetings

Section 1: NC-SARA Board Meetings

- a. **Semiannual Meetings.** The NC-SARA Board shall meet at least twice per year on a specific date, time, and location designated by the President and CEO. Board Members shall use these semiannual meetings to receive reports on the activities and budget of the organization, assess issues related to alignment among participating Regional Compacts, elect the members of the Executive Committee, and take other actions consistent with the mission of NC-SARA.
- b. **Special Meetings.** Special meetings may be called by the Chair or a simple majority of the Executive Committee. A petition signed by one-third of the NC-SARA Board members may also call a special meeting.

Section 2: Meeting Procedures

- a. **Notice of Meetings.** A notice shall be sent by the President and CEO to each NC-SARA Board member not less than thirty days prior to the meeting. Special meetings may be called with less than thirty days' notice if necessary.
- b. **Attendance.** All NC-SARA Board members are required to attend, either in person or virtually, all regular meetings. Board Members may attend NC-SARA meetings by telephone, videoconference, or other technology that allows for remote access to meetings. If a Board member cannot attend, he or she shall give timely notice to the President and CEO. If a Board member cannot attend, he or she may send another person in his or her place, but such representatives shall not vote nor count toward a quorum.
- c. **Quorum.** A majority of the membership of the full Board or of its committees participating at any properly announced meeting, shall constitute a quorum.
- d. **Rules of Procedure.** In the event a question of order or procedure shall arise which is not covered in these bylaws, the decision of the Chair shall prevail.
- e. **Voting.** All issues to be voted on at meetings of the full Board or of its Executive and Finance Committees shall be decided by a simple majority of those present at the meetings in which the vote

takes place, after a quorum has been determined, except for matters requiring two-thirds vote as identified and described in these bylaws.

Section 3: Action without a Meeting

- a. **Types of Eligible NC-SARA Board Actions.** Upon the resolution of the Executive Committee, any action that may be taken by the members at a meeting of the NC-SARA Board may be taken through a mail ballot that shall be provided to every NC-SARA member. Except as otherwise required by law, to go into effect, any action taken through mail ballot shall require the affirmative vote of a majority of all of the Board members.
- b. **Mail Ballot Definition.** For the purposes of this section, the term "mail ballot" shall be deemed to encompass the use of both traditional and electronic mail, provided such use shall have been authorized by the Executive Committee.

ARTICLE V

Committees, Task Forces, and Common Interest Groups

Committees, task forces, and common interest groups may be appointed from time to time and report to the President and CEO, the Executive Committee, or the NC-SARA Board, as appropriate and as provided below.

Section 1: Formation of Committees and Task Forces

The NC-SARA Board may create and dissolve committees and task forces as needed to serve in an advisory capacity. With the exception of the Finance Committee and the Executive Committee, the NC-SARA Chair, in consultation with the President and CEO, shall appoint all committee and task force chairs.

Section 2: Duties of Committees and Task Forces

All approved committees and task forces shall provide an update on their activities at Executive Committee meetings, upon the Chair's or the President and CEO's request, and at meetings of the full NC-SARA Board until they complete their work or are dissolved. Any use of NC-SARA funds to support a committee or task force shall be approved by the President and CEO in consultation with the Executive Committee.

Section 3: Finance Committee

The Finance Committee shall comprise up to six Board members, including the Treasurer, who shall chair the Committee. The Chair of the NC-SARA Board shall serve as an ex-officio member. The members shall include one of the four Regional Compact presidents, chosen by the Regional Compact presidents.

Members of the Finance Committee shall be elected by the NC-SARA Board and shall serve two-year terms. Finance Committee members shall have an option to serve an additional two-year term, with the approval of the NC-SARA Board. Protocol for the election of Finance Committee members follows the same protocol as for the election of officers. The Finance Committee shall review the annual budget for NC-SARA, developed by the President and CEO of NC-SARA, prior to its consideration by the Board. The

Finance Committee shall identify an auditing firm for annual audits, in collaboration with NC-SARA staff, receive the audits, and report findings to the Executive Committee and Board.

ARTICLE VI

NC-SARA Public Communications

The President and CEO is the principal spokesperson for NC-SARA for statements concerning local, state, and national policy and other such matters related to NC-SARA's mission. Prior to making statements on matters for which NC-SARA has not taken an official position, the President and CEO shall make reasonable efforts to consult with the members of the Executive Committee and such other NC-SARA Board members, as he or she may deem appropriate. The President and CEO shall share any statements made on behalf of NC-SARA in regular NC-SARA announcements.

Section 1: Written Communications

The President and CEO, in consultation with the Executive Committee and other NC-SARA Board members, as appropriate, may use written correspondence to voice a common concern, request clarification on a common topic, or state a consensus position on a topic or query of importance to NC-SARA.

Section 2: Presentations, including representation at external forums

In the course of carrying out his or her duties, the President and CEO may be asked to represent NC-SARA by giving a presentation or attending an external forum. A summary of these activities shall be shared with NC-SARA Board members in regular NC-SARA announcements.

ARTICLE VII

Amendments

Section 1: Amendments

The Board of NC-SARA may authorize, amend, or restate operating guidelines, plans, practices, and/or procedures from time to time in order to implement effectively its purposes, including any modifications to the bylaws that may be required under Colorado law.

- a. **Procedure for Amendments to Bylaws.** All amendments to these bylaws shall be approved by a two-thirds vote of all NC-SARA Board members. Proposed amendments must be submitted to the NC-SARA President and CEO and sent out with regular NC-SARA Board announcements in advance of any vote. Amendments to the bylaws may be proposed by the President and CEO of NC-SARA or any Board member. Such proposed amendments should be submitted to the Executive Committee for review and approval. Subsequent to Executive Committee approval, the recommended changes will then go to the full Board for an approval vote, given a quorum is present, and two-thirds vote of all NC-SARA Board Members to approve.

ARTICLE VIII

Finances

Section 1: Fund Raising

NC-SARA shall raise funds by collection and receipt of gifts of money and property, grants, contributions, donations, bequests, receipts and fees for services so long as all such funds are accepted by the Executive Committee of NC-SARA.

Section 2: Funds Collected and Received.

All funds collected and received by NC-SARA, together with the income therefrom, shall be held, retained, managed, and administered, used, and applied by the President and CEO in consultation with the Executive Committee. The Executive Committee may accept revenues and properties which are qualified, limited, or restricted in their use so long as such qualifications, conditions, limitations and/or restrictions shall not conflict with the mission and purposes of NC-SARA as described in Article I of these bylaws. Unless otherwise specifically required, such restricted revenues and/or property may be commingled with other funds of NC-SARA.

ARTICLE IX

Application and Use of Funds

Section 1: Management of Funds

Revenues received by NC-SARA shall be held in an account or accounts in the name of NC-SARA in such location(s) as may be designated by the Executive Committee. NC-SARA shall hold, manage, invest, and reinvest its funds in accordance with the investment policies to be developed and approved by the NC-SARA Board and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of NC-SARA, such funds shall be utilized in accordance with the mission and purposes set forth in these bylaws.

Section 2: Autonomy of NC-SARA

NC-SARA shall be the sole entity responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Executive Committee; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

Section 3: 501(c)(3) Status

Notwithstanding any other provision of these bylaws, no expenditure shall be made in any manner or for any purpose whatsoever (i) which may jeopardize the status of NC-SARA as an organization described in Section 501(c)(3) of the Internal Revenue Code, and under the Colorado Revised Nonprofit Corporation Act, Title 7, Articles 121-137 of the Colorado Revised Statutes and accompanying regulations; or (ii) which may jeopardize the status of contributions or payments by any person insofar as concerns deductions which are allowed under the provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code and accompanying regulations.

ARTICLE X
Indemnification

Section 1: Authority

NC-SARA shall, to the extent legally permissible by the Colorado Revised Nonprofit Corporation Act, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

Section 2: Insurance

NC-SARA shall purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of NC-SARA who, while a Board member, officer, employee, or agent of NC-SARA, is or was serving at the request of NC-SARA as a Board member, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as such, whether or not NC-SARA would have the power to indemnify him or her against the same liability under Article 129 of the Colorado Revised Nonprofit Corporation Act.

CERTIFICATION

These bylaws were approved at a meeting of the Board of the National Council for State Authorization Reciprocity Agreements by a two-thirds majority vote of the full Board on October 29, 2020.



Teresa Lubbers, NC-SARA Chair

October 29, 2020

Date