

**BYLAWS**  
**OF**  
**SOUTHERN ASSOCIATION OF COLLEGE AND UNIVERSITY**  
**BUSINESS OFFICERS, INCORPORATED**

**Article I**  
**Name and Purposes**

**1.1. Name**

The name of the Corporation is Southern Association of College and University Business Officers, Incorporated.

**1.2. Purposes**

Subject to the provisions of Article 2.01 of the Texas Non-Profit Corporation Act, the Corporation is organized exclusively for educational and other purposes permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). (All references herein to provisions of the code include any corresponding provisions of any future United States Internal Revenue Law.) The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers, and directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. For service in their capacity as officers and directors, individuals may not receive compensation but may receive reasonable expense reimbursement, subject to the Corporation's policies then in effect. The specific purposes and objectives of the Corporation shall be:

- (a) To conduct educational activities for the purpose of helping individuals improve or develop their capabilities in higher education business management.
- (b) To conduct continuing education programs to meet the needs of constituency groups as well as the general membership and in order to achieve this objective the Corporation recognizes continuing education as its central theme for workshops and meetings.
- (c) To conduct educational activities intended to promote improved principles and efficient practices in the business and financial management of colleges and universities.
- (d) To educate members regarding professional standards and ethical conduct in the performance of their duties and their responsibilities.
- (e) To provide leadership, support and strength to the programs and objectives of National Association of College and University Business Officers ("NACUBO"), an educational organization qualified under Section 501(c)(3) of the Code.
- (f) To disseminate such pertinent information to the membership.

No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **Article 2 Offices**

### **2.1. Offices**

The Corporation may have such offices both within and outside the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **Article 3 Membership and Meetings**

### **3.1. Regular Members**

- (a) Eligibility for regular membership in the Corporation shall be accorded to:
  - (1) An institution which is currently an institutional member of the Corporation; or
  - (2) An institution that:
    - (a) grants or authorizes the associate degree or higher, and
    - (b) is accredited by an appropriate accrediting association recognized by the Board of Directors of the Corporation, and
    - (c) qualifies under Section 501(c)(3) or Section 115 of the Code; or
  - (3) a governing board that is administratively responsible for two (2) or more member institutions.
- (b) A member institution may have as many representatives as it desires, but it shall be allowed only one (1) vote.
- (c) Notwithstanding the foregoing provisions of this section, eligibility for regular membership in the Corporation shall in no case be accorded to any institution or organization other than described in Section 509(a)(1) or Section 509(a)(2) of the Code.

### **3.2. Provisional Members**

An institution that is not accredited as provided in paragraph (a) (2) (b) of Section 3.1, but which is otherwise eligible for regular membership in the Corporation, shall be eligible and shall constitute the sole type of institution eligible for provisional membership in the Corporation, without vote, if it has:

- (a) attained a preaccreditable status with assurance of achieving accreditation within a reasonable period, as based on consultation with the appropriate accrediting agency, or
- (b) had its credits accepted as if earned in an accredited institution by not fewer than three (3) accredited institutions, or
- (c) had its credits approved by a state department of education, a state board of accrediting commission, an association of state colleges, a state education agency, or a state university.

Individuals from provisional member institutions shall not be eligible to hold elected office.

### 3.3. **Associates**

Organizations, other than those described in Section 3.1 or 3.2 herein, concerned with higher education including but not limited to museums, libraries, coordinating boards or agencies, foundations, and societies, that are entitled to exemption under Section 501(c)(3) or Section 115 of the Code, may be admitted as associates in the Corporation, subject to approval by the Board of Directors. In addition, an institution that

- (a) grants or authorizes the associate degree or higher or
- (b) is accredited by an appropriate accrediting association recognized by the Board of Directors of the Corporation but does not qualify under Section 501(c)(3) or Section 115 of the Code may also be admitted as associates. Associates shall not be eligible to vote, and individuals from associate member organizations shall not be eligible to hold elected office.

### 3.4. **Affiliates**

"Affiliates" shall be a nonmember group and shall consist of such for-profit organizations and agencies concerned with higher education as the Board of Directors may approve. Affiliates may send representatives to meetings of members but are not entitled to vote or to hold elected office.

### 3.5. **Admission**

An applicant meeting the criteria in sections 3.1, 3.2, 3.3, or 3.4 becomes a member upon submitting an application and by payment of annual dues.

### 3.6. **Dues**

Membership dues in such amount as may be from time to time approved by the Corporation are payable by the member institutions. (Annual dues for Regular Members and Provisional Members are stipulated in Article 7 of these Bylaws.) Dues for Associates and Affiliates are to be set by the Board of Directors. Institutions may become members of SACUBO without joining NACUBO.

### 3.7. **Membership Rolls**

The membership rolls of the Corporation are maintained by SACUBO or its designee and reported to the Treasurer annually and in conjunction with the receipt of membership dues.

### 3.8. **Honorary Membership**

A person who has made a specific, outstanding, and valuable contribution in the field of college business management may be elected to honorary or life membership by the Board of Directors. Such a person shall enjoy all the privileges of membership in the Corporation except those of voting or holding office.

### 3.9. **Suspension**

Active members may be terminated by the Board of Directors for nonpayment of dues or by the members, acting as a committee of the whole, for other cause.

### 3.10. **Annual Business Meetings**

The annual business meeting of members shall be held at such time, place, and format as the Board of Directors shall determine. At each annual business meeting, the members shall elect officers and directors and transact such other business as may be properly brought before the meeting.

### 3.11. **Special Meetings**

Special meetings of the members for any purpose or purposes may be called by the treasurer, by the Board of Directors, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at the proposed special meeting. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes described in the notice of the meeting.

### 3.12. **Notice of Meetings**

Written or printed notice stating the place, day, hour, and format of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of each special meeting, either personally, by electronic mail (e-mail), or by regular mail, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by electronic mail, notice is deemed to be delivered on successful transmission of the electronic mail. In the case of annual business meetings, nonspecific notice requirements shall apply, other than such notice as the Board of Directors in its discretion may elect to disseminate. Meetings for the transaction of business should be held in conjunction with a SACUBO event (Fall Workshop, Annual Meeting, etc.) whereby a notice of a business meeting is included in the registration documents.

### 3.13. **Quorum of Members**

Voting members who are present at any meeting called in accordance with Article 3.12 Notice of Meetings, above, shall constitute a quorum for the transaction of business of the Corporation. If no voting member is present at the meeting, the attendees may adjourn the meeting without notice other than announcement at the meeting, until a quorum is represented, subject to the provisions of Article 2.11A(E) of the Texas Non-Profit Corporation Act.

### 3.14. **Majority Vote of Members**

The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law or by the Articles of Incorporation.

### 3.15. **Voting**

Subject to applicable provisions, if any, of the Articles of Incorporation or these Bylaws, each regular member shall be entitled to one (1) vote on each matter submitted to a vote of the members. A member's vote may be cast by the primary representative of the member institution or a duly authorized representative.

### 3.16. **Informal Action by Members**

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of members as would be necessary to take that action at a meeting at which all of the members were present and voted. Any such written consent shall be executed, dated, and filed with the Corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act.

## **Article 4 Officers**

### **4.1. Officers**

The officers of the Corporation shall be a President, First Vice President, Second Vice President, Third Vice President, immediate Past President, Secretary, and Treasurer, who shall be elected by the members at each annual business meeting for a term of one (1) year or until their successors are named. All officers must be employed by a SACUBO member institution in a role that supports business management at the time of their election and throughout their term of office. All officers, with the exception of the Secretary and Treasurer, must be employed at an institution which is an institutional member of NACUBO and must remain so employed throughout the term for which he or she was appointed.

### **4.2. President**

The President shall be the executive officer of the Corporation, and subject to the Board of Directors' approval, the President is empowered to take action within financial resources available necessary to the general welfare of the Corporation. The President, when present, shall preside at all business meetings of the Corporation, the Board of Directors, and the Executive Committee. The President serves as a member of SACUBO's Professional Development Committee.

### **4.3. First Vice President**

The First Vice President shall occupy the office and assume the duties of the President as stated above in case of absence of the President. In the event of a vacancy in the office of the President, the First Vice President shall serve as Acting President for the unexpired term of the President and until a successor is elected. The First Vice President serving out an unexpired term shall be eligible to succeed to the presidency in a subsequent year. The First Vice President is responsible for the annual meeting program and for making committee appointments for the subsequent year. The First Vice President serves as a member of SACUBO's Professional Development Committee.

### **4.4. Second Vice President**

In case of absence, incapacity, or vacancy in the offices of President and First Vice President, the Second Vice President shall occupy the office and assume the duties of the President as stated above and until a successor is elected. The Second Vice President is responsible for business partner relations and for the annual Fall Workshop. The Second Vice President serves as a member of SACUBO's Professional Development Committee.

### **4.5. Third Vice President**

In case of absence or incapacity of the President, First Vice President, and Second Vice President, the Third Vice President shall occupy the office and assume the functions of the President as stated above and until a successor is elected. The Third Vice President is responsible for membership, recruitment activities, and evaluation of member dues, and shall serve as the board liaison with the constituent committees. The Third Vice President serves as a member of SACUBO's Professional Development Committee.

**4.6. Immediate Past President**

The immediate Past President shall serve on the Executive Committee and will be responsible for activities as assigned by the President.

**4.7. Secretary**

The Secretary shall ensure that notice of all meetings of the Board of Directors of the Corporation is given and keep the minutes of all meetings; shall be responsible for the records of the Corporation and conduct correspondence necessary to fulfill the duties of the office; and, under the direction of the President and Board of Directors, shall make a report to the Corporation at each annual business meeting and perform such other duties as requested by the President, the Board of Directors, and the Executive Committee.

**4.8. Treasurer**

The Treasurer shall be responsible for all financial records of the Corporation; shall be bonded or insured and have custody of all funds of the Corporation; shall oversee any financial services agreements; shall keep adequate records of receipts and disbursements and report thereon at the request of the Board of Directors and at the annual business meeting of the Corporation. Subject to approval of the Board of Directors, the Treasurer shall be responsible for the collection and disbursement of all funds and shall perform such other duties as may be requested by the President and the Board of Directors.

**Article 5  
Board of Directors**

**5.1. General Powers**

The affairs of the Corporation shall be managed by, and the control and disposition of its properties and funds shall be vested in, the Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be done by the members. The Board of Directors shall have full power to carry out and implement the Corporation's objectives and, if resources are available, to make commitments, financial or otherwise, on behalf of the Corporation.

**5.2. Number and Qualifications**

The number of directors which shall constitute the whole Board of Directors shall be not less than three (3). The number of directors shall be as outlined in Section 5.4.

**5.3. Increase or Decrease in Directors**

The number of directors may be increased or decreased by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors may not be decreased to fewer than three (3).

**5.4. Composition**

The composition of Board should appropriately reflect diversity of the Corporation membership regarding gender, ethnic background, institutional type, and geographic dispersion. Care should be taken to maintain appropriate balance of board members by sector, state, and institutions of the Association.

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Third Vice President, immediate Past President, Secretary, Treasurer, Communications and Marketing Coordinator, Business Partner Relations Coordinator (or Co-Coordinators), Diversity, Equity, and Inclusion Coordinator, Chair (or Co-Chairs) of the Professional Development Committee, four (4) other Members at Large, and Chairs of the Corporation's institutionally-identified Constituent Committees. The President, First Vice President, Second Vice President, Third Vice President, immediate Past President, and Constituent Chairs each shall have one-year term limits. At-large members shall represent each of the four (4) constituencies of the Corporation for a term of two (2) years each, and they shall not be eligible to succeed themselves. All other positions shall have a three-year term, with option to renew for up to two (2) additional years.

#### **5.5. Place of Meetings**

Meetings of the Board of Directors, regular or special, may be held either within or outside the State of Texas.

#### **5.6. Regular Meetings**

Regular meetings of the Board of Directors may be held, with or without notice, and at such date, time, place, and format as shall from time to time be determined by the Board of Directors.

#### **5.7. Special Meetings**

Special meetings of the Board of Directors may be called by the President or the Secretary on the written request of a majority of the directors. Notice of the date, time, place, and format of each special meeting of the Board of Directors shall be given to each director at least ten (10) days before the date of the meeting. The ten (10) day notice period may be waived by the President if necessitated by the circumstance.

#### **5.8. Attendance as Waiver of Notice**

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

#### **5.9. Voting**

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

#### **5.10. Quorum of Directors; Majority Vote**

At all meetings of the Board of Directors, the presence in person (but not by proxy) of a majority of the number of directors fixed by, or in the manner provided by, these Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the directors present in person or by proxy at any meeting 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 the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of directors, the directors present in person may

adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

**5.11. Vacancy**

Any vacancies in the Board of Directors, other than the office of President, caused by death, resignation, or other causes shall be filled for the unexpired term, or until a successor is elected, by selection by the remaining members of the Board of Directors (though less than a quorum). The individual serving out such unexpired term shall be eligible to continue in that office in a subsequent year.

**5.12. Informal Action by Directors**

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of the directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed by (i) all the directors or committee members, or (ii) if the Articles of Incorporation so provide, by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted. Any such written consent shall be executed, dated, and filed with the Corporation in the manner required by Article 9.10 of the Texas Non-Profit Corporation Act.

**5.13. Attendance by Telephone / Video Conferencing**

Subject to the provisions of the Texas Non-Profit Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee designated by the President or Board of Directors, may participate in and hold a meeting of such Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak to and hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Article 6  
Committees**

**6.0. Appointments**

The incoming President shall appoint the membership of all committees during his or her term of office except the membership of the Executive Committee, whose membership shall be established in accordance with Section 6.3. The goal of committee membership selection should be to maximize opportunities for new participant involvement and increase the level of membership participation in SACUBO from its various constituent institutions. Appointments by the incoming President should reflect the diversity of the Corporation as described in Section 6.10. Terms of appointment to committees shall be for three-year staggered terms with reappointment each year based on participation and performance. Normally committee members will serve without immediate self-succession except in cases of an individual who completes an unexpired term, or ex officio term, and is appointed to serve an ensuing full term; or, the President deems a self-succession appointment is in the best interests of the Association.



### **6.1. Nominating Committee**

The Nominating Committee shall be appointed by the President to receive suggestions from the membership and to make nominations for Officers, Members at Large for the Board of Directors, the Communications and Marketing Coordinator, the Business Partner Relations Coordinator (or Co-Coordinators), the Diversity, Equity, and Inclusion Coordinator, and the Chair (or Co-Chairs) of the Professional Development Committee. Nominations from the committee should reflect the diversity of the Corporation as described in Section 5.4. The Executive Committee and Board shall approve the slate of officers. Such nominations shall be voted by the membership at the annual business meeting. All nominees for officers must represent institutions that are regular members as stated in Section 3.1 of these Bylaws.

### **6.2. Executive Committee**

The Executive Committee shall be composed of seven (7) members: President, First Vice President, Second Vice President, Third Vice President, immediate Past President, Secretary, and Treasurer. The Executive Committee shall have the authority to act for the Board between its meetings on matters requiring immediate attention including replacement appointments in the event of emergency resignations or failure to perform. The Executive Committee shall have full power to transact all necessary business of the Board of Directors specifically committed to it in harmony with the general policy of the Board of Directors made and determined at stated or special meetings. The Executive Committee shall meet on the call of the President at such time and place as shall be designated in the call. Four (4) members of the committee shall constitute a quorum.

### **6.3. Representatives to the Board of Directors of NACUBO**

The Representatives to the Board of Directors of NACUBO shall be composed of the immediate Past President, President, and First Vice President of SACUBO. Any director so appointed must be employed at an institution which is an institutional member of NACUBO and must remain so employed throughout the term for which he or she was appointed. Any vacancies occurring in the representatives to the Board of Directors of NACUBO shall be filled by nomination of the Executive Committee of the SACUBO board and voted on by the full board.

Should a SACUBO representative to NACUBO be appointed as NACUBO Chair-elect, Chair, or immediate Past Chair, that individual will also hold an ad hoc (non-voting) position on the SACUBO Board.

### **6.4. Finance Committee**

The Finance Committee shall be made up of between four (4) and eight (8) members who shall be Board members and appointed by the President. Members shall include the immediate Past President and Treasurer. The Finance Committee shall act to ensure the sound financial management of SACUBO.

### **6.5. Audit Committee**

The Audit Committee shall be chaired by a current Board of Directors member with the remaining committee members coming from the general membership and should reflect the diversity of the Corporation as described in Section 6.10. of the Corporation and shall make such reports as are necessary in compliance with Section 9.3 of these Bylaws.

#### **6.6. Investment Committee**

The Investment Committee will be comprised of no less than three (3) members with the Chair of the committee being a current Board of Directors member. The SACUBO Treasurer will also be a member of the committee. Other committee members selected by the President can be from the board or from the membership at large but should possess knowledge about capital markets, investments strategies, and prudent investment principles. The Investment Committee will be charged with asset allocation and spending plan, manager or fund selection and dismissal, and performance monitoring for the overall portfolio as well as individual managers or funds. The committee will meet at least annually to review investment performance and recommend any changes; to review and affirm or restate SACUBO's investment policy statement; and to prepare an annual investment report to the SACUBO Treasurer and Board of Directors.

#### **6.7. Professional Development Committee**

The Professional Development (PD) Committee is responsible for providing strategic planning of professional development opportunities for SACUBO and for coordinating those strategic plans into action. The Chair (or Co-Chairs) of the Professional Development Committee shall serve as a member of the Board of Directors and shall be appointed as stated in Section 6.1. The PD Committee is responsible for providing non-operational oversight for all SACUBO professional development activities. The PD Committee is responsible for conducting, in coordination with the NASBA Coordinator, all evaluation processes (evaluation instruments and collation of results) utilized at SACUBO professional development events. The PD Committee is responsible for conducting periodic needs assessments to determine ever changing membership professional development needs and presenting such results to the SACUBO Board. Nothing in this Section is intended to supersede or otherwise modify the operational authority for the SACUBO Annual Meeting assigned to the First Vice President in Section 4.3 of the bylaws, the operational authority for the SACUBO Fall Workshop assigned to the Second Vice President in Section 4.4 of the bylaws, or the operational charges assigned to the Drive-In Workshop Coordinator or the NASBA Coordinator by the SACUBO President/Board.

#### **6.8. Constituent Committees**

The Constituent Committees are based upon Carnegie classifications and shall consist of four (4) standing committees to include: community colleges, small institutions, comprehensive and doctoral institutions, and research universities. Appointments to the constituent committees should reflect the diversity of the Corporation as described in Section 6.10.

- (a) Each respective constituent committee is responsible for promoting, among its constituency, membership in SACUBO and NACUBO, increasing member participation in all SACUBO activities, planning and conducting professional development sessions at the annual meeting and fall workshop, assisting the Drive-In Workshop coordinator with session topics and logistics of regional workshops, submitting articles and information about committee activities and news about member institutions and colleagues for use in communications and marketing efforts, and supporting constituent member recognition by submitting nominations for the SACUBO Distinguished Service Award and the NACUBO Business Officer Awards.
- (b) Identification as a member of one (1) of these constituencies shall be a matter of self-election by member institutions.
- (c) The Chairs of the four (4) Constituent Committees shall serve as members of the Professional Development Committee. The Chairs shall coordinate their committee's

annual plans and activities with SACUBO's Third Vice President and shall submit regular progress and evaluation reports to the Board.

- (d) Each Constituent Committee Chair shall be a voting member of the Board of Directors during her/his term as Chair in accordance with Article 5.4 above.

**6.9. Other Committees**

The President is empowered to establish ad hoc committees of two (2) or more members and to appoint individuals thereto as necessary to conduct the business of the Corporation.

**6.10. Composition of Committees**

The composition of standing and ad hoc committees should, as a whole, appropriately reflect diversity of the Corporation membership regarding gender, ethnic background, institutional type, and geographic dispersion. Care should be taken to maintain appropriate balance of committee members by sector, state, and institutions of the Association.

**Article 7  
Dues**

**7.1. Membership Dues**

Membership dues in the Corporation shall be paid annually at such times as are stipulated in Section 3.6. Dues may be set by action of the members at any annual business or special meeting.

**Article 8  
Notices**

**8.1. Notice to Directors or Members**

Any notice to directors or members shall be in writing and shall be delivered (by personal delivery, electronic mail (e-mail), text, or postal or overnight delivery service) to the directors or members at their respective addresses appearing on the books of the Corporation. Notice to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid, or on the day such notice is actually delivered to such address. If transmitted by electronic mail (e-mail) or text, notice is deemed to be delivered on successful transmission of the electronic mail (e-mail) or text.

**8.2. Waiver of Notice**

Whenever any notice is required to be given to a director or member under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or of these Bylaws, 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 9  
General Provisions**

**9.1. Fiscal Year**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

## 9.2. **Books and Records**

The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its members and Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered office or principal place of business within or outside Texas a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

## 9.3. **Bonds and Audits**

The Treasurer or any other official of the Corporation so designated by the Board of Directors shall be bonded or insured at the expense of the Corporation for proper performance of the duties incumbent upon the office. All reports of the Corporation shall be audited annually by an accounting firm. The auditor's report shall be submitted to the Corporation at the annual meeting following the audit.

## 9.4. **Rules**

Robert's Rules of Order shall be used as a guide in questions of procedure when not in conflict with the Articles of Incorporation and Bylaws of the Corporation.

# **Article 10 Amendments**

## 10.1. **Amendment to Bylaws**

A proposed amendment to the Bylaws may be submitted by any member of the Corporation to the Secretary. The Secretary shall refer the proposed amendment to the Charter and Bylaws Committee appointed by the President for its review and recommendations. The recommendations of the Charter and Bylaws Committee shall be presented to the SACUBO Board for review and approval. A copy of recommendations of the Charter and Bylaws Committee, as approved by the Board, shall then be made available (mail, e-mail, Board approved internet communication method, etc.) to each member by the Secretary at least thirty (30) days in advance of the next special or annual business meeting. A proposed amendment to the Bylaws shall become effective when approved by two-thirds (2/3) of the members present and voting at the special or annual business meeting or when approved pursuant to Section 3.15 of these Bylaws. A proposed amendment to the Articles of Incorporation shall become effective when approved pursuant to applicable provisions of the Texas Non-Profit Corporation Act.

# **Article 11 Indemnification**

## 11.1. **Power to Indemnify and to Purchase Indemnity Insurance**

To the maximum extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act (without regard, however, to Section Q of such Article), the Corporation shall indemnify any person who is or was a director or officer of the Corporation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 2.22A) because of that person's service or status as a director or officer. Further, the Corporation shall pay or

reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 2.22A; provided, however, that payment of reimbursement of expenses pursuant to the procedures set out in Section K of Article 2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Corporation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, director, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 2.22A and other applicable law, as the Board of Directors may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce, or impair the right of any person to be indemnified by the Corporation in accordance with the provisions of the section as in effect immediately prior to such amendment, modification, or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification, or repeal, regardless of when such claims may arise or be asserted.