

# Association of College and University Mail Services (ACUMS)

## BYLAWS

Approved October 18, 2022

### **Article I – NAME, PURPOSES, and POWERS**

The name of this Corporation shall be the Association of College and University Mail Services, Inc., hereinafter sometimes referred to as “ACUMS.” The purposes of the corporation shall be as set forth in the Articles of Organization and in these bylaws. The powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization; and the Articles of Organization are hereby made a part of these bylaws. All references in these bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated. ACUMS shall be non-political, non-sectarian, non-commercial, and non-profit making.

### **Article II – MISSION AND OBJECTIVES**

The mission of ACUMS is to provide a professional association for college and university mail managers to enhance their knowledge and managerial abilities, and to improve mail and related services at their respective institutions.

The primary objectives are:

1. Facilitate cooperation and communication among its members through the exchange of knowledge, experience, and technology in the field of Mail Services at higher educational institutions;
2. Promote the education of its members through membership meetings, conferences, and other forms as deemed appropriate;
3. Provide assistance to new managers;
4. Promote the development and use of ethical and effective managerial techniques, while advancing the professional capabilities of its members in Mail Services management;
5. Provide a forum for the discussion of operating procedures and relationships with the United States Postal Service and other Mail Services vendors.

### **Article III - MEMBERSHIP**

Members shall be welcome without regard to race, religion, national origin, disability, gender, age, color, or sexual orientation. ACUMS shall have one class of members.

ACUMS will actively recruit from the northeast region of the United States, but will accept members from any state. All members shall be (1) employees of Colleges, Universities, other higher educational institutions, or other educational institutions approved by the Executive Board, and (2) persons performing administrative, managerial, or supervisory work related to Mail Services, or other Mail Services duties as approved by the Executive Board. All members will be subject to payment of dues, as provided in Article IV, below.

#### **Article IV - DUES AND FINANCES**

ACUMS shall receive dues and conference fees, and its liquid assets shall be held in bank accounts and other investment institutions as approved by the Executive Board.

1. The fiscal year of ACUMS shall be from July 1 through June 30.
2. Annual dues shall be an amount as determined by the Board of Directors, and when paid in full, shall include membership for the fiscal year in which dues are paid.
3. A Member's dues not paid by the close of the fall meeting or November 1 each year, whichever comes later, shall be delinquent, and membership rights suspended until the Member's dues are paid in full.
4. Conference fees shall be assessed for each meeting in an amount determined by the Board of Directors.
5. All members whose dues payments are current and not delinquent shall be considered members "in good standing."

#### **Article V - MEETINGS**

ACUMS shall convene one general membership meeting per year at a facility selected for the purpose or online, on a date and time approved by the Board of Directors. Written notification shall be made in advance to members. Meetings will be conducted by the President. A special meeting may be called by the Board of Directors, upon written petition by a majority of the members in attendance, or by a majority of members voting at a general membership meeting. The "annual meeting" of Members is for purposes of electing directors and officers. Purposes for which the general meetings is to be held, in addition to those prescribed by law, by the Articles of Organization and by these bylaws, may be specified by the Board of Directors or by a writing signed by the President or by a majority of the directors or by the majority of members in attendance. If any general annual meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

#### **Article VI – NOTICE OF MEMBERS' MEETING**

A written notice of each meeting of members, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by the Secretary, at least seven days before the meeting, to each member in good standing by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid and addressed to such member at his address as it appears upon the records of the corporation, or by any other form of written or electronic notice. In case of the death, absence, incapacity or refusal of the Secretary, such notice may be given by any other officer or by a person designated either by the Secretary or by the person or persons calling the meeting or by the Board of Directors. No notice of the time, place or purpose of any regular or special meeting of the members shall be required if every member entitled to notice thereof who has not received such notice, or his attorney thereunto authorized, by a writing which is filed with the records of the meeting, waives such notice.

Any action by the members may be taken without a meeting if a written consent thereto is signed by all the members and filed with the records of the members' meetings. Such consent shall be treated as a vote of the members for all purposes.

#### **Article VII – QUORUM OF MEMBERS**

At any meeting of the Members ten (10) Members in good standing shall constitute a quorum for the consideration of the matter, but a lesser interest may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. If a quorum is present at a meeting, it shall be presumed, unless challenged prior to a vote, that a quorum exists for such vote. When a quorum is present with respect to any matter, a majority of the Members in good standing represented at the meeting and entitled to vote shall, except where a larger vote is required by law, by the Articles of Organization or by these bylaws, decide such matter.

#### **Article VIII – PROXIES AND VOTING**

Members in good standing shall each be entitled to one vote. Members may vote either in person or, to the extent permitted by law, online poll or by proxy in writing dated not more than six (6) months before the meeting named therein, which shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting.

#### **Article IX - ELECTIONS TO THE EXECUTIVE BOARD**

Elections for Executive Board positions shall take place every two years by written ballot or online poll as provided below. Elections are to be conducted by an Election Committee consisting of a chairperson and at least two assistants appointed by the President. The Election Committee shall be formed at the fall general membership meeting of the election year.

The duty of the Election Committee shall be to ensure the timely completion and accuracy of each step of the election process outlined below. Only members in good standing are eligible to serve on the Election Committee.

##### **1. Nominations**

- a. Nomination forms will be made available no later than January 9th to all members whose dues are fully paid as of January 1.
- b. Only members whose dues are fully paid as of January 1 are eligible to run for office.
- c. Nomination forms must be returned to the Election Committee Chairperson no later than February 3rd.
- d. Members who accept the nomination to run for office are encouraged to submit a written personal statement pertinent to their qualifications for the office for which they are running. Such statements must be received by the Election Committee Chairperson no later than February 24<sup>th</sup>.
- e. A member may accept nomination for only one Executive Board position per election.

2. **Elections**

- a. Election ballots and the candidates' personal statements will be made available to all members by February 24<sup>th</sup>.
- b. Election ballots must be returned to the Election Committee Chairperson by March 8th.
- c. The Election Committee shall count the ballots and prepare a report of the election results to the Executive Board within 10 days of the final ballot submission date.
- d. In the event of a tie vote for any position, the Election Committee and the Executive Board shall conduct a runoff election as soon as practical, but no later than May 1. In the event of a second tie vote, the two tied nominees shall each serve a one-year term. The outgoing Executive Board shall determine the order in which the terms are to be filled.
- e. The Executive Board shall promptly notify the membership of the election results.

**Article X - EXECUTIVE BOARD**

The Executive Board consists of the four elected officers: President, Vice President, Treasurer, and Secretary. Their terms of office begin July 1 and run for a period of two years, terminating on June 30.

**President** – the duties of the President shall be:

1. Guide and supervise the work of ACUMS;
2. Call and preside at general membership meetings of ACUMS and at meetings of its Executive Board and Board of Directors;
3. Appoint the chairpersons of all standing committees with the consent of the Executive Board;
4. Appoint an Election Committee and its Chairperson in an Election Year;
5. Serve as an *ex-officio* member of all committees except the Election Committee;
6. Appoint an Audit Committee as necessary.

**Vice President** – the duties of the Vice President shall be:

1. Perform such duties as may be delegated or assigned by the President;
2. Perform all the duties of the office of President in the absence or withdrawal of the President.

**Treasurer** – the duties of the Treasurer shall be:

1. Have custody of the funds of ACUMS;
2. Pay out funds upon receipt of invoices signed or approved by the President;
3. Prepare and present reports on the financial condition of the Association at each meeting;
4. Prepare and present a report of conference receipts and expenditures to the officers and to the hosting institution(s);
5. Collect dues from members at the beginning of each fiscal year.

**Secretary** – the duties of the Secretary shall be:

1. Record the events of all meetings;
2. Submit proposed Bylaws amendments to the membership.

## **Article XI - BOARD OF DIRECTORS**

The Board of Directors shall consist of the Executive Board (officers) and the Chairpersons of the Education, Membership, Program, and Communications Committees. The immediate past president shall be a non-voting *ex-officio* member of the board with the sole exception that in the event of a tie vote among the Board, the immediate past president shall have the deciding vote.

The duties and powers of the Board of Directors shall be:

1. Manage the affairs of ACUMS between meetings;
2. Create or dissolve committees established for specific tasks;
3. Act on all matters involving expenditures of funds;
4. Adopt standing rules necessary to carry on the work of ACUMS;
5. Consider and make recommendations for resolutions to be presented to the general membership;
6. Assure that proper records are turned over to succeeding officers at the end of the term for which elected, or at the time of withdrawal of an officer;
7. Speak for ACUMS on matters concerning U.S. Postal Service policies and related legislation;
8. Speak for ACUMS in relation to other industry organizations, such as other regional and national mail associations.

## **Article XII – MEETINGS OF BOARD OF DIRECTORS**

1. **Regular Meetings** – Regular meetings of the Board of Directors shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board may by vote from time to time determine. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors, if notice of the times and places so fixed for regular meetings shall have been given, within the same calendar year, in writing to each director by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, addressed to such director at his address as it appears upon the books of the corporation, or by electronic communication. A regular meeting of the Board of Directors may be held without call or formal notice immediately after and at the same place as the first meeting of the incorporators or the annual meeting of the members.

2. **Special Meetings** – Special meetings of the Board of Directors may be held at any time and at any place, within or without the Commonwealth of Massachusetts, when called by the President or by two (2) or more directors, reasonable notice thereof being given to each director by the Secretary, or, in case of the death, absence, incapacity, or refusal of the Secretary, by the officer or directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a director to send notice by mail at least fortyeight (48) hours, or by telegram at least twentyfour (24) hours, before the meeting, addressed to him at his usual or last known business or residence address.

3. **Quorum** – At any meeting of the directors, a majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the affirmative vote of a majority of the directors in attendance thereat and voting on the question shall, except where a larger vote is required by law, by the Articles of Organization or by these bylaws, decide any question brought before such meeting.

4. **Consent in Lieu of Meeting** – Any action by the directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the directors' meetings. Such consent shall be treated as a vote of the directors for all purposes.

5. **Meeting by Telecommunication** – Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

#### **Article XIII - STANDING COMMITTEES**

The following shall be standing committees of ACUMS. The chairperson of each committee is selected by the President and approved by the Executive Board. Remaining members of the committee are selected by the Committee Chairperson in consultation with the President and approved by the Executive Board.

**Education Committee** – the duties of the Education Committee shall be:

1. Select speakers, design educational programs, and prepare educational materials for conferences;
2. Inform members about additional resources such as other professional and trade associations, reference materials, and websites that can assist members in their professional development and management of their duties;
3. Develop and maintain Education Committee web pages on the ACUMS website;
4. Educate ACUMS members about professional certification programs.

**Program Committee** – the duties of the Program Committee shall be:

1. Select a location and date for conference activities;
2. Arrange for lodging, meals, transportation, and banquet facilities;

3. Arrange for vendor displays, audio-visual equipment, and any other logistical needs;
4. Publicize ACUMS events in advance.

**Membership Committee** – the duties of the membership Committee shall be:

1. Establish procedures for recruiting new members;
2. Publicize the association as appropriate.

**Communications Committee** – the duties of the Communications Committee shall be:

1. Coordinate communications-related activities within ACUMS;
2. Produce the association's newsletter;
3. Maintain an updated website;
4. Publicize the association's activities.

#### **Article XIV – QUORUM FOR STANDING COMMITTEE MEETINGS**

A Majority of the members of a standing committee shall constitute a quorum for the transaction of business, but a lesser number of members may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of such committee present thereat shall decide any matter brought before such meeting.

#### **Article XV - RECOGNITION PROGRAMS**

**Founders Circle** – the Founders Circle is the recognition program by which ACUMS honors those members whose distinctive contributions, outstanding service, and long-term dedication have made a significant impact in furthering the mission of ACUMS. The Board of Directors establishes the detailed procedures for nomination and election to the Founders Circle.

The Board of Directors may establish other programs to recognize the contributions and skills of ACUMS members.

#### **Article XVI – AMENDMENT OF BYLAWS**

1. Bylaws may be amended at general membership meetings or at special meetings called for this purpose.
2. Amendments to the Bylaws must be passed by at least two-thirds (2/3) affirmative vote of those members present and voting at a duly called meeting. A quorum of members must be present before any such vote can take place.
3. Amendments to the Bylaws must be submitted by the Secretary to the membership at least two weeks prior to the meeting at which they will be voted upon.
4. When the Bylaws are silent on an issue, the Board of Directors shall make an appropriate determination.
5. These bylaws may also be altered, amended or repealed in whole or in part by the affirmative vote of a majority of the directors then in office at any annual, regular, or special meeting of the directors, provided that there be at least four (4) directors then in office, and provided further that notice of the substance of the proposed amendment is stated in the notice of such meeting.

## **Article XVII – RESIGNATIONS AND REMOVALS**

Any director, officer or agent may resign at any time by delivering his resignation in writing to the President or Secretary or to a meeting of the Board of Directors. The members may, by vote at any meeting called for the purpose, remove from office any director or directors, with or without cause. Any director may be removed from office, for cause, by vote of twothirds (2/3) of all the directors at any meeting called for the purpose. The Board of Directors may, by vote of a majority of the directors present and voting, remove from office, with or without cause, any officer appointed or elected by the Board or terminate or modify the authority of any such officer or any agent.

## **Article XVIII - VACANCIES**

If the office of any director becomes vacant, by reason of death, resignation, removal, disqualification or otherwise, a successor or successors may be elected by the members at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed. In the absence of such election by the members, a successor or successors may be elected by the Board of Directors by vote of a majority of the directors then in office. Any vacancy in any committee may be filled by a majority of the directors then in office. If the office of the President, the Treasurer, or the Secretary or of any other officer thus becomes vacant, the Board of Directors may elect or appoint a successor, by vote of a majority of the directors present and voting. Each such successor shall hold office for the unexpired term, and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one (1) or more vacancies in its number as fixed by the members, provided there be at least two (5) directors in office.

## **ARTICLE XIX – FISCAL YEAR**

Except as from time to time otherwise prescribed by the Board of Directors, the fiscal year of the corporation shall end on the last day of June.

## **ARTICLE XX - INDEMNIFICATION**

The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, indemnify each of its directors and officers (including persons who serve at its request as directors, officers or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office;

or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. Expenses, including counsel fees, reasonably incurred by any such director or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such director or officer to repay the amount so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors" and "officers" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.