

Code of Regulations of Association of College and University Housing Officers-International Research and Educational Foundation

Article I - Members

Section 1.01 – Member

The sole Member of this Foundation shall be the Association of College and University Housing Officers-International (the "Member").

Article II. Purpose

Section 2.01 – Purpose

The purpose for which this Foundation is formed is to operate exclusively for charitable and educational purposes in support of the activities of the Association of College and University Housing Officers-International that will support the philosophies, purposes, and goals of ACUHO-I and to engage in any lawful act, activity or business in support of those activities.

Article III. Board of Trustees

Section 3.01 – General Powers

The powers of the Foundation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Trustees (aka the Officers), except as otherwise provided by the law of the State of Ohio, by the Articles of Incorporation, and by this Code of Regulations.

Section 3.02 – Number

- a) The Board of Trustees shall consist of not less than three (3) and no more than ten (10) Trustees.
- b) Without amendment to this Code of Regulations, the number of Trustees may be fixed or changed by resolution of the Board of Trustees.

- c) No reduction of the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

Section 3.03 – Election

The Trustees shall be elected annually by the Member at a regularly scheduled meeting of the Member.

Section 3.04 – Qualifications and Terms

Each Trustee shall serve two- or three-year calendar appointments. Trustees may be reappointed up to, but not more than, two consecutive terms. Trustees will have demonstrated an understanding of ACUHO-I's mission, the campus housing and residence life profession, and a strong desire to actively raise funds in support of the association.

Section 3.05 – Meetings

- a) An annual meeting of the Member for the approval of Trustees shall be held for the consideration of reports and for such other business as may be brought before the meeting.
- b) Regular meetings of the Board of Trustees may be held at such periodic intervals between annual meetings and at such time as the Trustees may specify.
- c) Special meetings of the Board of Trustees may be called by the Chair, Past Chair, Chair-elect, Finance and Corporate Records Officer, or any two Trustees.

Section 3.05 – Place of Meetings and Electronic Meetings

- a) Meetings of the Board of Trustees may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be the principal office for the Foundation in the State of Ohio.
- b) Notwithstanding anything to the contrary, any meeting of the Board of Trustees may be held through any authorized communication equipment pursuant to which each Trustee is able to hear and communicate with other Trustees participating or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

Section 3.06 – Notice of Meeting

Written notice of the time and place of each meeting of the Board of Trustees shall be given to each Trustee either by personal delivery or by mail, or electronic communication at least two (2) days before each meeting.

Section 3.07 – Quorum and Manner of Action

- a) A majority of the elected Trustees shall constitute a quorum for transaction of business at any meeting of the Board of Trustees.
- b) In the absence of a quorum at any meeting of the Board of Trustees, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- c) The act of the majority of the Trustees present at a meeting at which a quorum is present shall authorize official action by the Board of Trustees.
- d) The Chair of the Board of Trustees shall only vote in case of a tie.

Section 3.08 – Action by Board of Trustees without Meeting

- a) Any action which may be authorized or taken at a meeting of the Board of Trustees, may be taken without a meeting with an online affirmative vote or approval of, and in a document or documents signed by all of the Trustees.
- b) Any such document shall be filed with or entered upon the records of the Foundation.

Section 3.09 – Resignations

- a) Any Trustee of the Foundation may resign at any time by giving written notice to the Foundation Chair or Finance and Corporate Records Officer.
- b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified.

Section 3.10 – Removal

- a) Any Trustee may be removed, with or without cause, at any time by the Board of Trustees with approval of the Member.
- b) Any Trustee may be placed on leave by the Member or the Board of Trustees for any action or inaction or matter, whether or not the fault of the Trustee, that the Member or

the Board of Trustees reasonably believes could harm the Foundation or is not in the best interests of the Foundation.

- c) Any vacancy in the number of Board of Trustees by reason of this section may be filled in the manner prescribed in Section 3.11.

Section 3.11 – Vacancies

Any vacancy for the office of Trustee shall be filled by the Board of Trustees with approval of the Member and any Trustee so appointed shall serve for the unexpired term of the vacated office.

Section 3.12 – Ex Officio Members of the Board of Trustees

The Member or the Chair of the Board of Trustees may appoint one or more persons as ex officio members of the Board of Trustees. The ex officio Trustee or Trustees shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board of Trustees, but the ex officio Trustee or Trustees shall not be counted for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Board of Trustees. The CEO of the Association shall be an ex officio member of the Board of Trustees.

Article IV. Committees

Section 4.01 – Standing Committees

- a) There shall be three (3) standing committees of the Board of Trustees. These committees shall be the Executive Committee, the Audit Committee and the Nominating Committee.
- b) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board of Trustees, or any individual Trustee of any responsibility imposed by law.
- c) Each committee shall serve at the pleasure of the Board of Trustees and shall be subject to the control and direction of the Board of Trustees.
- d) The Chair of the Foundation may serve as ex-officio members of all Trustee committees, except the Audit Committee. As an ex officio member, the Chair may attend (as scheduling allows) all committee meetings except Audit Committee.
- e) Executive Committee are the officers of the Foundation, Chair, Chair-elect, Past-Chair, and the Finance and Corporate Records Officer, and the CEO of the Association. The Executive Committee assists with matters that fall between regularly scheduled meetings

of the Trustees, ensures that the board is functioning properly, and serves as a sounding board for the CEO. The board chair will chair this committee and run its meetings.

- f) Audit Committee will be chaired by the Finance and Corporate Records Officer. Members of the committee include the Chair-Elect and two Trustees appointed by the Chair. Ex officio members are the CEO and Director of Finance of the Association.
- g) Nominating Committee will be chaired by the Past-Chair. Members of the committee to include the CEO of the Association, Chair-Elect, Association Vice-President, one additional Executive Board member and two Trustees.
- h) Work Groups – Committees and Task Forces
- i) The Chair shall, with the concurrence of the Board of Trustees, appoint those work groups – committees and task forces - which are necessary for the proper functioning of the Foundation. Leadership for, and membership on, those appointed groups will be defined in the group’s charge provided by the Chair.
 - i. A Committee is a group of members that meet to provide the Board of Trustees with recommendations and/or knowledge in a specific area.
 - ii. A Task Force is a group of members given a finite charge over a specific time period to develop a project plan for, or response to, a specific issue.

Section 4.02 –Ex Officio Members

- a) The Board of Trustees may appoint one or more persons as ex-officio members of any committee. The ex officio member or members shall be entitled to be present in person, to present matters for consideration and to take part in consideration of any business of the committee at any meeting of the committee, but the ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee (1-year term).

Section 4.03 – Authority and Manner of Acting

- a) Unless otherwise provided in the Code of Regulations, or unless otherwise ordered by the Board of Trustees, any such committee shall act by majority of its members (excluding ex officio members) at a meeting at such place or through authorized communication equipment as permitted under the laws of the State of Ohio or by document or documents signed by all of its members (excluding ex officio members).

- b) Committee voting results on actions by authorized communication equipment means shall be retained by the Finance and Corporate Records Officer until the actions can be entered into the minutes at the next scheduled board meeting.

Article V. Officers

Section 5.01 – Officers

The officers of this Foundation shall be a Chair, a Chair-Elect, a Past Chair, a Finance and Corporate Records Officer, a Vice-Chair for Regional Cabinet, a Vice-Chair for Individual Outreach and Giving, an Association Vice President, a Vice Chair for Corporate Outreach and Giving, a Vice Chair for Annual Programs, and such other officers as may be necessary as determined by the Board of Trustees of this Foundation. All officers of this Foundation must be appointed by the Executive Board of the Association.

Section 5.02 – Appointment and Term of Office

- a) The officers of the Foundation shall be appointed annually by the Executive Board of the Association.
- b) Terms of office shall be two or three years.

Section 5.03 – Resignation

- a) Any officer may resign at any time by giving written notice to the Chair or the Finance and Corporate Records Officer.
- b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.04 – Removal

- a) Any Officer may be removed, with or without cause, at any time by the Board of Trustees with the approval of the Member.
- b) Any Officer may be placed on leave by the Member or the Board of Trustees for any action or inaction or matter, whether or not the fault of the Trustee, that the Member or the Board of Trustees reasonably believes could harm the Foundation or is not in the

best interests of the Foundation. (c) Any vacancy by reason of this section may be filled in the manner prescribed in Section 5.05.

Section 5.05 – Vacancies

Any vacancy for the office of Trustee shall be filled by the Board of Trustees with approval of the Member and any Trustee so appointed shall serve for the unexpired term of the vacated office.

Section 5.06 – Duties of the Officers

- a) The Chair is the chief executive officer and the president of the Foundation for nonprofit corporation law purposes. The Chair shall preside at all meetings of the Board of Trustees and coordinate the efforts of the Foundation Board.
- b) The Chair-Elect shall oversee Parthenon recruitment, selection, fundraising, and preside at meetings when the chair is absent.
- c) The Past Chair shall convene the Nominating Committee, facilitate time and place activities and serve as the liaison for the Foundation Ambassadors.
- d) The Financial and Corporate Records Officer shall record, transcribe and distribute the minutes of each meeting of the Board of Trustees, maintain records of all Foundation business, and provide adequate notice of all Board of Trustees meetings and maintain all financial records of the Foundation, shall provide accurate, up to date reports at each regularly scheduled Board of Trustees meeting, and shall assist any audit functions performed on Foundation books. (3-year term)
- e) Vice Chair for Regional Cabinet shall coordinate the fundraising efforts of the Regional Cabinet members; serve as the liaison to the Association on conference planning for regions, and host regularly schedule calls and in-person meetings and training with cabinet members. (3-year term)
- f) Vice Chair for Corporate Partners shall oversee the efforts of corporate giving and the committees that support this effort. Ideally, this position shall be filled by a corporate partner. (2-year term)
- g) Vice Chair for Annual Programs shall oversee the fundraising efforts of programs to include Annual Conference and Expo, October Conferences, and Educational Institutes. (3-year term)
- h) Vice Chair for Individual Outreach and Giving shall oversee the programs focused on Individual Major Donors, stewardship initiatives and special campaigns. (2-year term)

- i) The Vice President of ACUHO-I shall represent the Executive Board of the Association.
- j) In the absence of any officer or for any other reason which the Board of Trustees may deem sufficient, the Board of Trustees may delegate the authorities and duties of any officer to any other officer or to any other Trustee.
- k) In addition to the foregoing, each officer shall perform all duties which may from time to time be delegated to them by this Code of Regulations or by the Board of Trustees or by any committee of the Trustees as provided herein.

Article VII. Operations

Section 7.01 – Management of Funds

The Trustees shall manage corporate funds in compliance with the Ohio Uniform Prudent Management of Institutional Funds Act as set out in Sections 1715.51 through 1715.59 of the Ohio Revised Code (including any subsequent amendments thereto).

Section 7.02 – Funding of Projects

- a) Decisions regarding the creation, funding and/or elimination of projects supported by the Foundation (projects, publications, programs, conferences and institutes that will support the philosophies, purposes and goals of ACUHO-I) must be approved by a majority of the current members of the Board of Trustees.
- b) The Board of Trustees of the Foundation has the final authority in all decisions regarding the funding of any programs, activities and services funded by the Foundation.
- c) The Board of Trustees is authorized to terminate funding support for any program, activity or service if it is determined that it no longer falls within the funding guidelines of the Foundation.

Section 7.03 – Annual Report

The Finance and Corporate Records Officer shall submit to the Board of Trustees and to the Member, an annual statement, and, at such other times as may be required by the Board of Trustees, shall submit an intermediate statement of the all of the funds of the Foundation; each statement shall consist of

- a) a complete statement of the transactions during the preceding calendar year, if it be an annual statement, or since the last annual statement, if it be an intermediate statement;
- b) the amount of investments, and cash holdings in the fund; and

- c) a general fiduciary report, including any comments, suggestions or recommendations that the Finance and Corporate Records Officer may deem appropriate.

Section 7.04 – Dissolution of the Member

In the event of the dissolution of the Member (The Association of College and University Housing Officers-International), the Foundation shall be dissolved as provided in Article X.

Article VIII. -Indemnification and Insurance

Section 8.01 – Indemnification

- a) To the fullest extent not prohibited by Ohio law, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor, by reason of the fact that the person is or was a Trustee, officer, employee, or agent of or a volunteer of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation.
- b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or by having been a Trustee or officer of the Foundation, shall be reviewed by the Board of Trustees, and indemnification of such person shall be authorized by the Board of Trustees only if it is determined by the Board of Trustees that indemnification is proper in the specific case, and notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Trustees or by written opinion of legal counsel designated by the Board of Trustees for such purpose that indemnification is contrary to applicable law.

Section 8.02 – Insurance

The Foundation may, as the Board of Trustees may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, officer, employee or other agent of or in a similar capacity with the Foundation, or who is or at any time has been, at the direction or request of the Foundation, a director trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person. The Foundation shall be covered under the Member’s insurance policies and will be protected to the levels set by the Member’s Executive Board and Central Office.

Article IX. Amendment

Section 9.01 – Amendment

The Code of Regulations may be amended from time to time by the Member.

Article X. Dissolution

Section 10.01 – Dissolution

Upon the dissolution of the Foundation, any assets remaining shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Board of Trustees, provided, however that such organization or organizations shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Article XI. Saving Clause

Section 11.01 – Saving Clause

To further assure the carrying out of the purposes thereof, each and every one of the provisions of this Code of Regulations is to be regarded and construed as independent of every other provision. In the event that the final determination of a court of competent jurisdiction shall adjudge that any of the terms, conditions or provisions of this Code of Regulations is invalid, such adjudication shall in no way affect the validity of the remaining provisions.

acuho-i

Foundation

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