

CONSTITUTION
OF
THE UTAH ASSOCIATION FOR ADULT, COMMUNITY AND
CONTINUING EDUCATION

ADOPTED ON OCTOBER 18, 1988
PARK CITY, UTAH

AMENDED ON OCTOBER 31, 1990
SALT LAKE CITY, UTAH

AMENDED ON NOVEMBER 10, 1997
PARK CITY, UTAH

AMENDED ON OCTOBER 22, 2002
PROVO, UTAH

AMENDED ON NOVEMBER 7, 2008
OREM, UTAH

**CONSTITUTION
OF
THE UTAH ASSOCIATION FOR ADULT, COMMUNITY AND CONTINUING
EDUCATION**

**ARTICLE I
NAME**

This organization shall be known as the Utah Association for Adult, Community and Continuing Education.

**ARTICLE II
PURPOSE**

The purpose of this Association is to provide leadership in the development of lifelong learning programs and services to meet the diverse needs of all community members.

**ARTICLE III
MEMBERSHIP**

Section A – Eligibility

Membership is open to all individuals, organizations and institutions that support the purposes of the Association.

Section B – Active Membership

Active membership shall be open to all individuals who support the purposes of the Association. Active members shall be entitled to all of the rights and privileges of the Association including voting, receipt of all publications, and the right to hold elective or appointive office.

Section C – Institutional Membership

Institutional membership is open to those institutions, organizations and agencies that support the purposes of the Association. Institutional members are entitled to those rights and privileges determined by the Association Board of Directors.

Section D – Emeritus Membership

Emeritus membership is open to those retired individuals who support the purposes of the Association and have been active members of UAACCE for at least five (5) years prior to retirement. Emeritus members shall be entitled to all the rights and privileges of the Association including, voting, receipt of all publications, the right to hold elective or appointive office, and all other rights and privileges determined by the Association Board of Directors. Emeritus members do not pay yearly dues and receive a

discounted rate for conference and workshop registrations. Emeritus membership applications shall be presented to the Board of Directors for approval.

Section E – Lifetime Membership

Lifetime membership shall be open to all individuals who support the purposes of the Association. Lifetime members shall be entitled to all the rights and privileges of the Association including voting, receipt of all publications, the right to hold elective or appointive office, and all other rights and privileges determined by the Association Board of Directors. A lifetime membership shall be secured by paying a one-time fee of ten times the current yearly membership rate. Lifetime members do not pay yearly dues and receive a discounted rate for conference and workshop registrations.

Section F – Membership Dues

Membership dues shall be established by the Board of Directors of the Association.

Section G – Membership Year

The membership year shall be from January 1 until December 31 of the same year.

ARTICLE IV GOVERNANCE

The Association shall be governed by its members through an elected Board of Directors consisting of all Officers and Directors as specified in this constitution. All members of the Board of Directors shall have voting power.

ARTICLE V OFFICERS, TERMS OF OFFICE, DUTIES AND TRANSITION

Section A – Elected Officers

The elected officers of the Association shall be President-Elect, President and Past President. The retiring President shall become the Past President, the President-Elect shall become the President, and the new President-Elect shall be elected from the Board of Directors by the Board of Directors.

Section B – Appointed Officers

The appointed officers of the Association shall be Secretary, Treasurer and Executive Secretary. These officers shall be appointed by the Board of Directors from the membership upon recommendations from the President.

Section C – Terms of Office

The elected officers of the Association shall hold their respective offices for a period of one year. Appointed officers shall serve one-year renewable terms subject to annual review and reappointment by the Board of Directors. They will assume their respective

offices on January 1 of each year and complete their duties on December 31 of that same year.

Section D – Transition of Officers

All Association officers shall be elected or appointed at the first meeting of the Board of Directors following the annual conference.

Section E – Duties

1. Elected Officers

- a) **Past President** – The Past President shall serve as the Chairperson of the Nominations and Elections Committee and perform other appropriate duties as prescribed by the Board of Directors.
- b) **President** – The President shall serve as the chief officer of the Association and as its primary representative to the public. The President shall preside at all meetings of the Association and the Board of Directors. The President shall, with the concurrence of the Board of Directors, appoint committee chairpersons, prepare necessary reports and provide general leadership for the Association.
- c) **President-Elect** – The President-Elect shall fulfill the duties of President in the absence of the President. The President-Elect shall also serve as the chairperson of the Conference Committee and fulfill other appropriate duties as assigned by the President with the concurrence of the Board of Directors.

2. Appointed Officers

- a) **Treasurer** – The Treasurer shall be responsible for the financial management of the Association including the receipt, disbursement and safekeeping of all Association funds from all sources. The Treasurer shall maintain a prudent investment program, provide the Board of Directors with regular financial reports and file all necessary tax reports in a timely manner. In addition, the Treasurer shall provide for safe storage of current and archival financial records in accordance with standard accounting practices.
- b) **Secretary** – The Secretary shall be responsible for the preparation and distribution of Board minutes, Board correspondence and other appropriate duties as deemed necessary by the Board of Directors.
- c) **Executive Secretary** – The Executive Secretary shall be responsible for many of the routine operations of the Association including maintaining membership records, coordinating newsletter production, mass mailings and special events. The Executive Secretary shall maintain current registration and non-profit status with the State of Utah Department of Commerce (Division of Corporations) and the federal Internal Revenue Service. In addition, the Executive Secretary shall

provide for safe storage of current and archival Association records with the exception of financial records. The Executive Secretary shall also fulfill other appropriate duties as deemed necessary by the Board of Directors.

3. Executive Committee

- a) The Executive Committee shall consist of the President, Past President, President-Elect, Treasurer, Secretary, Executive Secretary, and will be chaired by the President.
- b) The Executive Committee shall be responsible for setting all Board agendas and convening of all Board of Directors meetings. The Executive Committee shall also provide Board leadership and support.
- c) The Executive Committee shall address and review all critical issues and bring recommendations to the Board of Directors.

ARTICLE VI DIRECTORS, TERMS OF OFFICE AND DUTIES

Section A – Elected Directors

The Association shall have nine (9) directors elected from the general membership.

Section B – Ex-Officio Directors

The Association shall provide Ex-Officio status to those individuals who, by virtue of their role, affiliation, or relationship to the purposes of the Association, are requested to be active contributors to the operation of the Association. The number of Ex-Officio Directors will not be fixed and individual, annual appointments will be made by the Board of Directors.

Section C – Terms of Office

The terms of office for all elected directors will begin on January 1 and end on December 31 of the third year of their service. The number of directors elected each year will vary in order to fill all vacant directors positions and, when appropriate, the vacancy created when a director with a one or two-year unexpired term is elected to the position of President-Elect.

Section D – Duties

- 1. All directors shall serve as voting members of the Board of Directors and actively involve themselves in the general operation of the Association.
- 2. The Board of Directors shall fill all unanticipated vacancies among the officers, directors or committee chairs of the Association.

3. The Board of Directors shall annually elect the President-Elect of the Association from their elected membership at the first monthly meeting of the current Board of Directors following the annual conference.
4. The Association Board of Directors shall also:
 - a) Formulate, interpret and implement the policies of the Association.
 - b) Manage the general affairs of the Association.
 - c) Adopt and monitor a balanced annual budget.
 - d) Provide an annual report to the Association membership.
 - e) Authorize the receipt and expenditure of Association funds.
 - f) Allocate and assign executive and administrative duties and powers among officers, directors and committees as deemed necessary.
 - g) Conduct all business in open meetings.
 - h) Affect all binding actions of the Association by a simple majority vote of the Board of Directors.
 - i) Undertake long-range planning activities.

5. Liaisons

The Board of Directors may also appoint representatives from designated organizations, agencies and institutions to serve as liaisons to the Association Board upon recommendation by the President. All such liaison positions shall be voting board positions. Liaison representatives shall serve at the discretion of the Board of Directors for one year, renewable terms of service.

**ARTICLE VII
COMMITTEES**

Section A – Standing Committees

1. **Nominations and Elections Committee** – This committee shall be chaired by the Past President and shall be responsible for the nominations process and the annual election of at least three Directors. It shall be a primary objective of this committee to assure that the Board of Directors reflects the composition of the membership in regard to gender, geography, ethnicity and professional affiliation.

2. **Awards Committee** – This Committee shall be chaired by the Executive Secretary and shall be responsible for the development and conduct of an annual awards process. This process provides public recognition for those individuals, agencies and organizations that make significant contributions to the development of adult, community and continuing education in Utah.
3. **Conference Committee** – This committee shall be chaired by the President-Elect and shall be responsible for the planning, development and conduct of the annual conference of the Association.
4. **Audit Committee** – This committee shall be chaired by a member of the Association who does not serve on the Board of Directors. The committee shall be comprised of at least three (3) Association members including the chairperson. This committee shall be responsible for conducting the annual audit of the Association's financial records including accounting procedures and business practices.
5. **Finance Committee** – This committee shall be chaired by the President-Elect and shall be responsible for preparing a proposed annual budget as well for devising plans and conducting activities designed to increase Association revenue.
6. **Public Affairs Committee** – This committee shall be chaired by a member of the Association to be appointed by the Board of Directors and shall be responsible for planning and conducting an active public affairs program involving other organizations, agencies and institutions, including the Utah Legislature.
7. **Membership Committee** – This committee shall be chaired by a member of the Association to be appointed by the Board of Directors and shall be responsible for analyzing, planning, conducting and evaluating membership recruitment and member services.
8. **Professional Development Committee** – This committee shall be chaired by a member of the Association to be appointed by the Board of Directors and shall be responsible for identifying, planning, conducting, and coordinating in-service training, and other professional development activities identified by the Board of Directors.
9. **Scholarship Committee** – This committee shall be chaired by a member of the Association to be appointed by the Board of Directors and shall be responsible for reviewing scholarship applications and recommending scholarship awards to be approved by the Board of Directors.
10. **The Technology Committee** – This committee shall be chaired by a member of the Association to be appointed by the Board of Directors and shall be responsible for analyzing, planning, and suggesting technology support and cost, etc. to be approved by the Board of Directors.

Section B – Ad Hoc Committees

Ad Hoc committees shall be established by the Board of Directors to fulfill whatever function they may deem appropriate. All such committees will be comprised of at least three Association members, including a chairperson to be appointed by the Board of Directors.

ARTICLE VIII FINANCE

Section A – Fiscal Year

The fiscal year for the Association shall be from January 1 to December 31 of each year.

Section B – General Fund

The general fund of the Association shall consist of all revenue from the receipt of dues, interest on deposits, fees, sales and other funds received.

Section C – Receipts and Disbursements

All Association income from all sources shall be delivered to the Treasurer for safe-keeping. Monies shall be distributed by check only upon approval by the Board of Directors, and all such payments shall be receipted. The Board of Directors shall designate the Treasurer and at least two other signatories for all checks issued. Disbursements shall be signed by at least two official signatories following standard accounting practices.

ARTICLE IX ANNUAL ASSOCIATION CONFERENCE

Section A – Time and Place

There shall be an Annual Association Conference at the time and place determined by the Board of Directors.

Section B – Participants

The Annual Association Conference shall be open to the total membership and all other interested persons.

Section C – Conference Fees

The fees for the Annual Association Conference shall be determined by the Board of Directors.

Section D – Activities

1. The preparation and planning of the Annual Association Conference shall be under the direction of the President-Elect and the Conference Committee.
2. The activities of the Annual Association Conference shall include, but not be limited to, the following:
 - a) Presentation of the President's annual report.
 - b) Election of Directors.
 - c) Presentation of awards.
 - d) Voting on constitutional changes as specified in Article XI of this constitution.

ARTICLE X MEETING, QUORUM AND PROCEDURES

Section A – Meetings

The Association Board of Directors shall hold no less than nine (9) scheduled business meetings during any fiscal year. Additional meetings may be called at the discretion of the Board of Directors. Association members and guests are welcome at all meetings.

Section B – Quorum

A simple majority of the officers and directors of the Association shall constitute a quorum. If no quorum is present, email or proxy votes are acceptable.

Section C – Procedures

Robert's Rules of Order, Revised, shall be the guide governing matters of procedure not otherwise provided in this Constitution.

ARTICLE XI CONSTITUTIONAL AMENDMENTS

Section A – Amendment At Annual Conference

This constitution may be amended at the Annual Association Conference by a two-thirds vote of the attending members provided that the proposed amendment has been published and distributed by the Board of Directors at least thirty (30) days in advance.

Section B – Amendment By Mail-In Ballot

This constitution may be amended by mail-in or electronic ballot by a two-thirds vote of the participating members provided that the proposed amendment has been published

and distributed by the Board of Directors at least thirty (30) days in advance of the ballot deadline.

ARTICLE XII FORUMS

Section A – Purpose of Forums

The Association shall recognize the diversification of specialized-interest areas within the membership and may establish job-alike or interest-alike forums to serve members and promote their interests.

Section B – Establishment of Forums

Requests for forum status shall be considered by the Board of Directors at its next regularly scheduled meeting whenever ten or more members of the Association petition the Board in writing and demonstrate clearly that such a group would enhance the professional advancement of individuals and promote the general goals of the Association.

Section C – Forum Leadership

Forum leadership shall consist of:

1. Chairperson: convenes, plans and conducts meetings; prepares forum annual report to the Board on or before January 15.
2. Secretary/Treasurer: keeps minutes of forum meetings, sends out meeting notices, keeps record of expenditures, sends meeting notices and minutes to Association President.

The officers of a forum shall be elected by a simple majority of those forum members who vote and shall serve a one-year term with the option of re-election.

Section D – Forum Meetings

Each forum shall hold a meeting as part of the Annual Meeting of the Association, and each forum chair may schedule additional meetings. Forums shall function in accordance with the Constitution of the Association.

Section E – Representation on the Board of Directors

The chair of each forum shall serve as a liaison member of the Board of Directors.

Section F – Funding of Forums

Forums may be allocated general funds annually by the Board of Directors. Receipts and disbursements by forums are subject to the guidelines set forth in Article VIII, Section C above. Each forum that receives funding from the Board shall make an annual financial report to the Association's Treasurer, due no later than December 31. Forums shall not charge membership dues nor maintain separate accounts outside of the Association's fiscal structure.

Section G – Member’s Affiliation

Each active member of the Association shall be entitled to affiliation with one or more forums.

Section H – Privileges of Forums

Each forum shall be entitled to: listing of forum meetings in the newsletter and Association calendar; column space in each issue of the newsletter; sessions at the annual conference and at training workshops; space in the membership directory; and, participation in the Association’s annual awards and recognition process.

Section I – Responsibilities of Forums

Each forum shall be responsible for: designating one or more members to serve on conference or workshop planning committees and submitting its yearly schedule of meetings to the Association’s newsletter editor.

**BY-LAWS
TO THE CONSTITUTION OF THE UTAH ASSOCIATION
FOR ADULT, COMMUNITY AND CONTINUING EDUCATION**

**BY-LAW I
PURPOSE OF ASSOCIATION**

In conjunction with Article II of the constitution of the Utah Association for Adult, Community and Continuing Education, the said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

**BY-LAW II
RECEIPTS AND DISTRIBUTION OF FUNDS**

In conjunction with Article VIII of the constitution, the following three sections are viewed as binding upon the Association:

- (a)** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- (b)** The organization will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The organization will not engage in any act of self-dealings as defined in section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The organization will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The organization will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The organization will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

BY-LAW III DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted on October 18, 1988 at the Yarrow Hotel in Park City

Amended on October 31, 1990 at the Red Lion Hotel in Salt Lake City

Amended on November 10, 1997 at the Park City Marriott Hotel in Park City

Amended on October 22, 2002 at the Provo Marriott Hotel in Provo

Amended on November 7, 2008 at Utah Valley University

APPROVING MEMBERS

This constitution was approved on October 18, 1988 during the 1988 joint conference of the Utah Community Education Association and the Adult Education Association of Utah, which was held at the Yarrow Hotel in Park City. This constitution was unanimously approved by all persons in attendance at that particular gathering. The following is intended to be a complete listing of those individuals who were in attendance and approved this constitution.

ABPLANALP, LARRY
AHMU, MARCIA
ANDERSEN, JAMES
ANDERSON, DARLENE
ANJEWIERDEN, JOHN
BALLOU, SHAUNA
BARBER, JENNIE
BENAVIDEZ, CHARLOTTE
BORG, THOMAS
BOWNE, BETTY
BURNHAM, BYRON
CUSHMAN, PAT
DAVIDSON, MARGARET
DAVIS, TONI
DEVED, RHODA
DEWARE, MARION
DURSTELLER, BRUCE
FRANCIS, GARY
FRISBY, PEGGY
FROST, DAVID
FRY, ROBERT
GRANT, SANDRA
GRIFFIN, LOU
GUBLER, BRENT
GURR, LARUE
GURR, PATRICIA
HANCOCK, H.K.
HARRISON, JUDY
HARTMAN, LAIRD
HAUGEN, STEVE
HAWS, ZADA
HEATON, MARVA
HENSTROM, RICHARD
HOLMES, DALLAS
HORYNA, LARRY
IRVING, COLETTE
KIMBER, KATHY
KIMBER, RICHARD
LAFFERTY, VINCE
LANEY, BILL
LEE, LORNA

MADSEN, TERRY
MARSELL, WENDY
MEDLYN, DAVID
MILLER, LEONARD
MOOSMAN, SHIRLEY
MOSELEY, CYNDI
NELSON, ALLAN
OLSEN, BURTON
OSBORN, CARL
PAULSON, HARLEY
PECK, BEVERLY
PEET, FAWN
PETT, LYNN
POMERANE, BARBARA
POPPLETON, GARY
RAY, MIKE
RAYNES, JOE
RICKARDS, JOE
RIDING, RON
ROGERS, KEITH
SAFMAN, TEDDI
SANDERS, JANET
SASICH, ANN
SHEPHERD, DIANE
SPENCER, SIDNEE
SQUIRES, LORIN
STONE, SUSAN
TEIGELER, TERRY
THORUM, CLAUDIA
WILLIAMS, MARILYN
WIXOM, GARY
WOOLSTENHULME, DARWIN
YANIK, BOYCE
YELDERMAN, ANNE
ZOLLINGER, CHRISTINE