Advisory Council Tri-Cities
By-laws

ARTICLE I – NAME, MISSION, and STATUS

SECTION 1: Name
a) This organization shall be known as the Advisory Council Tri-Cities, from now on referred to as “ACT.”

SECTION 2: Mission
a) The ACT is a body organized to support the Washington State University (WSU) Tri-Cities Chancellor or other appropriate institutional leaders in advancing the campus and university's missions.

b) Membership on the ACT represents a commitment to improving WSU Tri-Cities ability to positively affect the region and our community through education, scholarship, and outreach.

c) While the Board of Regents governs the WSU system, the ACT members inform, support, and advocate for the Chancellor and campus in the pursuit of meeting the WSU mission.

d) ACT members are expected to be a liaison for the WSU Tri-Cities Chancellor assisting in the facilitation of a local network. Members are uniquely positioned in their communities to inform the chancellor of key issues. In turn, the chancellor informs the advisory council of critical issues at the campus and system levels. The council reviews initiatives of ongoing importance are providing strategic and tactical thinking, internal and external advocacy, and guidance to hold the campus and system accountable to the local community.

SECTION 3: Status
a) These Bylaws are adopted by the ACT which has been incorporated under the laws of the State of Washington as a non-stock, non-profit charitable corporation.

b) The registered office of this corporation shall be initially located at 2710 Crimson Way, Richland, WA 99354. All correspondence will be addressed to the Chancellor’s Office.

ARTICLE II - PURPOSE

SECTION 1: Advisory Role
a) The primary purpose of the ACT shall be to support and advise the WSU Tri-Cities Campus and its leadership in its mission by:
a) Providing input and guidance to the Chancellor regarding community relations, philanthropic development, university initiatives, services, and programming.
b) The ACT facilitates relationships between the WSU Tri-Cities Chancellor and community, and organizations.
c) The council reviews initiatives of ongoing importance providing strategic and tactical thinking, internal and external advocacy, and guidance to hold the campus and system accountable to the local community.

SECTION 2: Philanthropic Role
a) A secondary purpose of the ACT is to proactively connect community philanthropists with WSU Tri-Cities to advance the campus mission, programs, and students. Each advisory council member is expected to support annual giving on the campus they serve. Universal giving among council members is important to campus fundraising, as it demonstrates an investment in the campus by members of the most prominent councils. Members should also support the broader philanthropy goals of WSU by connecting the chancellors and development officers to potential donors.

SECTION 3: Advocacy Role
a) Advocating for the interests of WSU Tri-Cities to the community, legislation, and system leadership. Members should advocate for their campuses and for WSU in their communities and with the legislature. During legislative sessions, members may be asked specifically to support WSU’s legislative agenda with outreach to their legislative delegations.

SECTION 4: Annual Advisory Council Summit Representation
a) Members should make every effort to attend the annual joint meetings of the WSU Campus Advisory Councils.

ARTICLE III - MEMBERSHIP

SECTION 1: Eligibility
a) Members of the ACT must reside within the Columbia Basin region.
b) Members of the ACT should represent a larger constituency such as business, civic, education, alumni, government, regional representation, and industry as examples.
c) The Chancellor is an Ex-Officio Officer.

SECTION 2: Classes
There shall be the following classes of Members:
a) Members. Any person nominated by the Chancellor and accepted by the University President shall be eligible for ACT participation.
b) **Exempt-Term Members.** Any person nominated by the Chancellor and accepted by the University president that represents an institution or industry via their employment or election to the position.

c) **Ambassador.** An inactive Member that served their term(s) without expectations of attending or serving as an active member, rather kept informed of significant developments at WSU Tri-Cities. Ambassadors will be invited to special events, projects and functions and represent WSU Tri-Cities.

d) **Ex-Officio Officer.** Any formal executive of WSU Tri-Cities asked to serve on the ACT.

e) **Officers.** Elected Chair, Vice-Chair or Past-Chair.

**SECTION 3: Appointment**

a) Each year of scheduled At-Large Membership vacancies, the Chair and Chancellor will solicit suggestions for membership from the current council members, faculty, staff, and community.

b) The Executive Committee prepares a slate of nominees and submits it to the Chancellor.

c) In the event of an Exempt Member vacancy, the Chancellor and Chair will request a replacement from the respective institution or industry.

d) The Chancellor, in consultation with the Washington State University President, will appoint members of the ACT.

e) In the event of a member suspension or termination, the Chancellor may solicit input for an interim representative to complete the seat's term.

**SECTION 4: Length of Term and Reappointment**

a) Members are appointed to a three-year term, which begins on January 1st.

b) Members may request or be asked to serve additional terms, up to three consecutive terms (9 years) by the Executive Committee.

c) Exempt Members are appointed for the length in which they fill their respective role through employment or election. At the completion of their employment or elected position, their replacement will hold the ACT Representative Member seat.

**SECTION 5: Size and Representation**

a) The Executive Committee will establish the size and representation of the ACT.

b) A list of Exempt Members will be established and published through the Chancellor’s Office annually.

**SECTION 6: Suspension or Termination from ACT.**

ACT membership may be terminated by resignation or action of the ACT as follows:
a) The Chancellor may receive and accept, in writing, resignation by any member.
b) The Executive Committee, by a two-thirds vote shall have the authority to suspend or terminate the membership of any Member, when the conduct of such person is considered detrimental to the best interests of WSU Tri-Cities or Washington State University.
c) Prolonged absences from council meetings by a member may be cause for review of membership by the Executive Committee.

ARTICLE IV – COMMUNICATIONS, DEVELOPMENT AND PUBLIC RELATIONS

SECTION 1: Communications
a) The WSU Tri-Cities Chancellor will maintain a public web page identifying ACT members, bylaws, and information.
b) The Chancellor’s office will maintain ACT membership information consisting of, but not limited to: Name, Address, City, State, Zip, Work Phone, Personal Phone, Personal email, work email, associated company or organization, and assistant contact information. This information will be shared between ACT members and kept on file with the WSU Tri-Cities Chancellor’s Office, the WSU Government Relations Office and the WSU Office of the President.
c) All contact from the WSU system will be made through the WSU Chancellor’s Office to ACT members. The Chancellor may notify ACT members in the event they will receive direct contact from a WSU entity.

SECTION 2: Development
a) The Chancellor may call upon ACT members to assist the WSU Tri-Cities campus Development office in evolving philanthropic relationships, corporate sponsorships, and other fundraising opportunities.
b) ACT members are encouraged to proactively facilitate and direct fundraising opportunities to the Chancellor and the campus Development Office.
c) The “Chancellor’s Excellence Fund” was established as a 17A account to be used by the Chancellor for discretionary expenses or initiatives the Chancellor sees appropriate. ACT members may make donations and solicit donations for this fund.

SECTION 3: Public Relations
a) The Chancellor may call upon ACT members to assist the WSU Tri-Cities campus Marketing & Communications Office to promote and foster positive public relations.
b) ACT members are encouraged to notify the Chancellor of public relations opportunities and to help facilitate these opportunities.
c) In the event an ACT member is asked to represent WSU Tri-Cities, the member should notify the chancellor and work with the WSU Tri-Cities Marketing and Communications department.

**ARTICLE V - MEETINGS**

SECTION 1: General Meeting Definition
a) A General Membership meeting is any meeting of the membership of the ACT.
b) An Executive Committee meeting can be called by the Chair or Chancellor as needed.

SECTION 2: Notice of Meeting
a) Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each member at the last recorded address at least ten (7) day(s) in advance of the meeting, setting forth the place, time and purpose of the meeting. Instead of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.
b) The Chancellor will provide necessary administrative support to ensure efficient conduct of business and the proper recording of council recommendations.

SECTION 3: Quorum
a) At any General Membership Meeting, the presence in person or representation by absentee ballot of one fifth (20 percent) of the Regular Members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4: Voting
a) Only ACT Members shall be entitled to make motions and vote at General Meetings. However, the Chair or Chancellor may invite, admit and recognize guests for presentations or comments during ACT Meetings.

SECTION 5: Absentee Ballot
a) For the expressed purpose of accommodating a member in good standing who cannot be in attendance at the regular meeting or any meeting at which new ACT officers will be elected, an absentee ballot may be requested and obtained from the WSU Tri-Cities Chancellor’s Office.
b) The absentee ballot shall be properly completed, signed (by hand or electronically) and returned in a sealed envelope or via email to the Chancellor’s Office before the date of the election.
c) The Chancellor shall present all absentee ballots to the ACT Chair on the date of the meeting, before the voting portion of the election process.

SECTION 8: Rules of Order for General Membership Meetings
a) Robert’s Rules of Order shall govern the proceedings of all ACT meetings.

SECTION 9: Executive Committee Work Session
a) The Executive Committee has the authority to hold various ad-hoc and scheduled work sessions to coordinate and operate the daily functions of the ACT outside of the general meetings. No decision requiring Executive Committee vote may be held in work sessions.

SECTION 10: Frequency
a) The Executive Committee will determine regular meeting dates, times, and locations each year. The Chancellor will publish the regular meeting information to members by September 1st for each academic year.

SECTION 11: Presiding
a) The Chair of the Council will preside at all meetings.
b) In the absence of the Chair, the Vice Chair, Past Chair, or Chancellor will preside.

SECTION 12: Guests
a) The Chancellor or Chair may invite guests to attend in order to present information to the group.

ARTICLE VI - OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1: Officers
a) The ACT elects the Chair of the council during a general meeting using a simple majority vote.
   a. The term of this office begins January 1st of each calendar year.
   b. The Chair position is a two-year term, renewable one time.
b) In the event that the ACT choses to have co-chairs, the same term applies but is not renewable.
c) The ACT elects the Vice-Chair of the council during a general meeting using a simple majority vote.
   a. The term of this office begins January 1st of each calendar year.
   b. The Vice-Chair position is a two-year term.
d) The Past-Chair is the immediately previous Chair to the current Chair.
e) If one of the officer positions is vacated, the Chancellor may appoint an interim until the ACT can elect an officer at the next meeting.

**ARTICLE VII - DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE**

SECTION 1: Appointments
   a) The Executive Committee may recommend ACT membership to the Chancellor.

SECTION 2: Functions
   a) Acts on behalf of the full ACT council, when necessary.
   b) Reviews and approves the annual agenda of any standing committees.
   c) Reviews and approves the annual meeting schedule, location, and time.
   d) Motivates and encourages participation of ACT members in activities.
   e) The Executive Committee approves changes in the ACT By-Laws.

SECTION 3: Meetings
   a) While the Executive Committee can conduct much of its business without meeting, the committee should meet quarterly to review agenda adjustments.
   b) The Chair will preside at Executive Committee meetings, telephone conferences, and other meetings as necessary by electronic means.
   c) In the Chair’s absence, the Vice Chair, Past Chair or Chancellor may preside.
   d) Any ACT member may attend an Executive Committee meeting, at the discretion of the Executive Committee.
   e) Business conducted by the Executive Council since the last regularly scheduled meeting of the council shall be summarized and reported no later than at the next scheduled meeting of the ACT.

**ARTICLE VIII - COMMITTEES**

SECTION 1: Standing Committees and Working Groups
   a) The Chair, in consultation with the Executive Committee, may appoint standing committees and working groups as needs arise.
ARTICLE IX - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by the Chancellor and Chair with a simple majority vote at any General Membership meeting, provided that notice of the proposed change is included in the notice of such meeting.

These By-Laws were:

- Established March 15, 2007
- Amended December 2010
- Revised by policy TCPPG 10.200.00 February 2019