

**BY LAWS OF
THE COUNCIL FOR THE ADMINISTRATION
OF GENERAL AND LIBERAL STUDIES**

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE, AND SEAL

Section 1. Name of the Corporation. The name of the corporation is The Council for the Administration of General and Liberal Studies, henceforth referred to as the Council, a self-governing organization incorporated under the laws of the State of Missouri as recorded and filed on the 31st day of March, 1998.

Section 2. Principal Office. The principal office of the Council for the Administration of General and Liberal Studies shall be located at such address as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

Section 1. Membership and Classes of Members. Any person who supports the purposes and objectives of the organization may become a member of the Council upon payment of dues as provided for in the Bylaws. The classes of membership shall be determined by the Board of Directors to best attain the objectives of the organization.

Section 2. Dues. The amount of dues per year shall be established by a simple majority vote of the Board of Directors.

Section 3. Membership Year. The membership year shall begin with the last day of the annual conference of the Association for General and Liberal Studies each year and end with the first day of the following annual conference of the Association for General and Liberal Studies. The membership year includes announced CAGLS meetings and activities at the Association of American Colleges and Universities' Network for Academic Renewal Conference on General Education.

Section 4. Member Benefits. The Board of Directors may designate the benefits of membership, including subscriptions to such publications as may be determined by the Board of Directors. The Board of Directors shall publish information on types of membership, attendant privileges, dues, and publications.

Section 5. Meeting of Members. Provision shall be made at each annual conference that is held for an open meeting of members to review matters of policy and program priorities of the Council. Annual meetings may also be scheduled in the absence of an annual conference. The meeting of members is normally at the Association for General and Liberal Studies and/or at the Association of American Colleges and Universities' Network for Academic Renewal Conference on General Education.

Section 6. Voting. (a) All members shall be eligible to vote in the election of the Board of Directors. (b) All members present at a members' meeting shall be able to vote on all matters presented to the members by the Board of Directors or by whoever called the special members' meeting. (c) Proxy voting shall not be allowed. (d) Voting by mail or email shall be allowed.

Section 7. Notice of Members' Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 21 or more than 50 days before the date of the meeting, either personally or by mail by or at the direction of the Executive Director or the officers or persons calling the meeting, to each member entitled to vote at such meeting at that member's last known address.

Section 8. Quorum at Members' Meetings. A quorum at members' meetings shall consist of 10% of the total membership but no fewer than 10 members. For action to be taken at a meeting where a quorum is present, there must be simple majority vote of those present and voting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The activities, affairs and property of the corporation shall be managed, directed, controlled by, and vested in, a Board of Directors.

Section 2. Number of Board of Directors Members. The number of Board of Directors shall be no fewer than 12 and no more than 15. Each Director shall hold office until he/she resigns, is removed, or until his/her successor has been elected. The Executive Director shall serve as a voting ex-officio member of the Board of Directors. The President of the Association for General and Liberal Studies (AGLS) or her/his designate shall be invited to serve as a liaison with the CAGLS Board of Directors. Also, the Association of American Colleges and Universities' Network for Academic Renewal Conference on General Education shall be invited to send a representative for liaison with the CAGLS Board of Directors.

Section 3. Election of Board of Directors. Directors are to be elected for three-year terms by a vote of the membership at the annual meeting of the AGLS. Election shall be conducted by mail ballot, electronic means, or at the annual meeting. Those candidates receiving the largest number of votes will be declared elected. In the case of a tie or ties, the Executive Committee shall make the choice. Nominations for the position of Director will be made by nomination or self-nomination from the membership. Members who are not self-nominated will be notified and asked to accept their nomination. New Board members must be members of the Council. New Directors and all newly elected officers take office at the conclusion of the annual conference of the Association for General and Liberal Studies.

Section 4. Executive Committee. An Executive Committee shall have and exercise the authority of the Board in the intervals between the meetings of that body. The Executive Committee shall be composed of the President, the immediate Past President, the President-elect, and the Executive Director who shall be a voting ex-officio member. The terms of office are annual except for the Executive Director who is elected for a term of six years. The President shall serve as the Executive Committee Chair.

Section 5. Regularly Scheduled Meetings. The Board of Directors shall hold an annual meeting at the annual conference of the Association for General and Liberal Studies, at Association of American Colleges and Universities' Network for Academic Renewal Conference on General Education, or at some other place and time as the Board of Directors shall previously determine, at which time they will handle such business as may properly come before the Board of Directors. There may also be additional meetings called by or at the request of three members of the committee or five members of the Board. The persons authorized to call special meetings of the Board of Directors may select any location as the place of the special meeting, provided that a written notice of the special meeting shall be given at least 30 days prior the date of the meeting to all members of the Board of Directors.

Section 6. Quorum. A simple majority of the members of the Board of Directors shall constitute a quorum.

Section 7. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Action Without a Meeting. Having formally notified all members of the Board of Directors of the intended action, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the Board of Directors.

Section 9. Vacancies. Any vacancy on the Board of Directors may be filled by a majority vote of the members of the Board of Directors. This action can be taken at a regularly scheduled meeting, by email, or by mail ballot.

Section 10. Removal. A member of the Board of Directors may be removed at a meeting called expressly for that purpose or at a regularly scheduled meeting by a 2/3 majority vote, the person having been given written notification of cause. Directors who miss two consecutive regularly scheduled Board meetings will automatically be removed from the Board of Directors. Special exceptions may be made by the Executive Committee.

Section 11. Committees. The President or the Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate and approve one or more committees of the Board of Directors, including an Executive Committee, each of which shall consist of at least one Board Member plus additional persons drawn from the general membership if so desired by the Board of Directors. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the council and shall report to the Executive Director. Other committees not having and exercising the authority of the Board of Directors in the management of the council may be designated and appointed by resolution adopted by a majority of the Board members present at a meeting at which a quorum is present.

ARTICLE IV

OFFICERS AND MANAGEMENT

Section 1. Election and Term of Office. The officers of the Council shall be elected by the Council members at the annual meeting of the Council for Administration of General and Liberal Studies. The officers will assume responsibilities of office at the annual meeting at which they are elected. Each officer shall hold office until a successor has been duly appointed or elected or until he/she resigns or shall have been removed from office in the manner hereinafter provided. The currently elected President will conduct the annual conference meeting at the AGLS conference. The President-Elect shall assume office at the conclusion of the annual conference year following his/her election or if the elected President cannot serve.

Section 2. Removal of Officers. Any officer or agent elected or appointed may be removed by the Board of Directors whenever in their judgment the best interest of the council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not itself create contract rights.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. This action can be taken at a regularly scheduled meeting or by mail ballot.

ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall begin November 1 and end October 31.

ARTICLE VI

LOANS

No loans shall be made by the council to its directors or officers. The directors of a council who vote for or assent to the making of a loan to a director or officer of the council, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VII

AMENDMENTS

These Bylaws may be altered, amended, or repealed and/or new Bylaws adopted by the Board of Directors at any annual or special meetings, provided that two-thirds (2/3) of the members of the Board of Directors present and voting ratify the proposed changes.