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A Very Important Message from the Board.....

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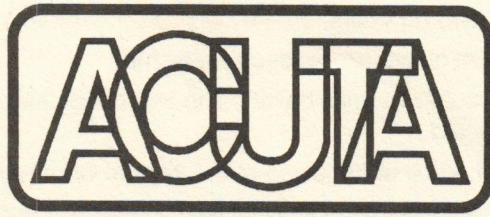


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[1993]



Association of College and University
Telecommunications Administrators

A Very Important Message from the Board...



2. All elected Directors-at-Large must be primary or associate representatives of an Institutional Member.
 3. Elected Directors-at-Large will serve for a term of two (2) years. 4 24/5.
 4. An elected Director-at-Large may serve a maximum of two (2) consecutive terms.
 5. Two elected Directors-at-Large will be elected annually by mail ballot. The two candidates receiving the greatest number of votes will be declared to have been elected.
 6. Elected Directors-at-Large will begin their terms of office at the close of the Annual Conference.
 7. In the event of the death, resignation or inability (for any reason) of any elected Director-at-Large to complete their term of office, the Board of Directors will appoint a qualified member to fill out the unexpired term of the respective office.
- C. Appointed Director at Large: Qualifications - Appointment
1. There will be one (1) appointed Director-at-Large.
 2. The appointed Director-at-Large need not be employed by either an Institutional or Affiliate member.
 3. The appointed Director-at-Large will serve a term of one (1) year.
 4. The appointed Director-at-Large may serve a maximum of two (2) consecutive terms.
 5. The appointed Director-at-Large will be appointed by the President, with the approval of the Board of Directors.
 6. The appointed Director-at-Large will begin their term of office at the close of the Annual Conference.
 7. In the event of the death, resignation or inability (for any reason) of the appointed Director-at-Large to complete their term of office, the Board of Directors will appoint a qualified replacement to fill out the unexpired term of office.

D. Removal From Office

Any elected or appointed member of the Board of Directors of the Corporation may be removed from office for cause. Cause shall be defined as acting in a manner that is directly in conflict with, or inconsistent with, the duties of the office, or direction given by the Board of Directors. Any Board member may be removed by an affirmative vote of two-thirds of the full Board of Directors. The procedure for removal from office shall be in accordance with Robert's Rules of Order.

ARTICLE IV - COMMITTEES

A. Board Committees

1. There shall be four (4) committees of the Board of Directors: (1) Finance; (2) Nominations; (3) Bylaws; and (4) Awards.
2. The chairs of the committees of the Board of Directors shall be: Finance - Secretary/Treasurer; Nominations - Immediate Past President; Bylaws - President Elect; and Awards - Immediate Past President.
3. Responsibilities and membership of the committees of the Board of Directors shall be established by the Board of Directors in the Policy and Procedures Manual.

B. Permanent Committees

1. There shall be five (5) permanent committees of the Corporation:
(1) Program/Education; (2) Publications; (3) Membership; (4) Vendor Liaison; and (5) Legislative/Regulatory.
2. Committee chairs will be nominated by the President and approved by the Board of Directors. No member of the Board of Directors may serve as a committee chair.
3. A Committee chair will serve a term of two (2) years and may serve a maximum of two (2) consecutive terms.
4. Responsibilities and membership of the permanent committees of the Corporation shall be established by the Board of Directors in the Policy and Procedures Manual.

C. Ad hoc Committees

1. Ad hoc Committees shall be appointed by the President as the need arises.

ARTICLE V - ADVISORY COUNCIL

Past Presidents of the Corporation shall constitute an Advisory Council to the Board of Directors of the Corporation. The Advisory Council will, when requested, provide information and assistance of any matter of concern to the Board of Directors, or the membership in general.

ARTICLE VI - ADMINISTRATIVE OFFICE

The administration and management of the Corporation shall be in a salaried staff head, employed or appointed by, and directly responsible to the Board of Directors. They shall have the title of Executive Director or such other title as the Board shall from time to time designate. Subject to the approval of the Board, they shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation. They shall manage all functions and activities of the Corporation and perform such other duties as may be specified by the Board.

ARTICLE VII - AMENDMENTS

The Bylaws may be amended by a three-fourths vote of the full Board of Directors.

Dear ACUTA Member,

Months ago, ACUTA's Board of Directors authorized a governance study to analyze the current governance structure and recommend the changes necessary to map to the strategic plan. Responding to that study, the Board has recently approved changes to the ACUTA Bylaws which should result in a leaner, more efficient organization—one that's even more responsive to our members' needs:

We hope you'll read the new Bylaws, printed on the other side of this document, in their entirety, but I'd like to summarize the key changes:

- ✓ The Board will be reduced from 14 members to nine, effected as follows:
 - The President and Immediate Past President positions will remain.
 - The Executive Vice President and Vice President positions will be combined into a single position of President Elect.
 - The Secretary and Treasurer positions will be combined into a single position of Secretary/Treasurer.
 - The five Regional Directors' positions will become five Directors-at-Large, four elected and one appointed.
 - The three Committee Directors' positions (Membership, Program, and Publications) will be eliminated from the Board; instead, these positions become committee chairs, each serving in an advisory capacity to the Board working in concert with the appropriate staff member(s) on core operational issues.
- ✓ The Executive Committee has been eliminated.
- ✓ The President and Immediate Past President will still ascend to office, but the President Elect, Secretary/Treasurer, and four of the five Directors-at-Large will be elected by the membership for two-year terms, *all by mail ballot of all primary (voting) members* rather than by only those in attendance at the annual business meeting. The fifth Director-at-Large will be appointed for a one-year term by the incoming President with the approval of the Board.
- ✓ Committee chairs for Membership, Program, and Publications will no longer hold positions on the Board, as noted above. These and two other committee chairs (Vendor Liaison and Regulatory and Legislative Affairs) will be appointed by the President, with the approval of the Board, and serve two-year terms. Further details can be found in the bylaws.
- ✓ Under these new bylaws, nearly half of the Board will be subject to election each year versus a current rate of approximately one-third.

One of the most dramatic changes, which the Board discussed at length, was the elimination of the regions and replacement of the Region Directors with Directors-at-Large. We concluded that there are few issues for ACUTA that are only regional in nature. We also recognized how we're slowly growing beyond the boundaries of North America. Even RBOC segmentation is of little practical value when you consider the impact of independent operating companies and individual state regulations.

We feel this change will actually improve the opportunities for more events of a regional or local nature. Only the members in the Northeast have been successful with regional events, mainly because that region has the luxury of population density. The Northeast region meeting scheduled for June will go on as planned.

No matter how we have divided the regions—regional divisions have changed at least twice in the last ten years or so—members have wanted the lines drawn differently.

(Continued)

3. Annual dues will be invoiced and will be payable, in advance, on July 1 for each membership year which shall be July 1 through June 30.
4. Any member with dues unpaid as of September 1, may, at the discretion of the Board of Directors, be removed from the rolls of the Corporation. The first dues notice will be mailed May 1 and final notice will be mailed August 1.
5. Employees from any member institution and any associate member from a non-qualifying institution may attend any Corporation sponsored event at member rates.
6. An industry affiliate or a corporate affiliate may attend any Corporation sponsored event at member rates.

F. Business Meetings

1. The annual business meeting of the Association shall be held at the Annual Conference, giving at least sixty (60) days notice to the membership.
2. Special business meetings may be called by the President or the Board of Directors, giving at least thirty (30) days' notice.
3. A quorum for all business meetings shall consist of those institutional members, eligible to vote, present at the meeting.

ARTICLE II - BOARD OF DIRECTORS

A. Composition and Number

1. There shall be a Board of Directors consisting of the President, President Elect, Secretary/Treasurer, Immediate Past President, and five (5) Directors-at-Large.
2. No more than one representative from any institutional member shall serve as a member of the Board at the same time.
3. The President, or if absent, the President's designated chair, shall vote only in case of a tie vote.
4. The Executive Director of the Corporation shall be a non-voting, ex-officio member of the Board of Directors.

B. Powers, Duties and Meetings

1. The Board of Directors is the governing body of the Corporation and shall establish policy, allocate resources, review and evaluate outcomes, and give guidance and assistance to the President for execution of said responsibilities.
2. The Board of Directors shall meet at least once a year. Additional Board meetings may be called by the President or upon written request by three (3) Board members. At Board meetings, in addition to review of general policies, the Board shall hear reports from all committees; shall hear reports of the officers and directors; shall hear any proposed changes to the Articles of Incorporation, Bylaws and Policies and Procedures; and shall consider and act upon all matters properly brought before the Board.
3. A majority of the Board of Directors shall constitute a quorum.
4. 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, except where otherwise provided by law or these bylaws.
5. Meetings of the Board of Directors shall be conducted according to Robert's Rules of Order.

C. Transition

During the 1993-94 Board year, the President will appoint an ad hoc committee to prepare, for Board approval, a plan to transition the Board of Directors from fourteen (14) members to nine (9) members.

ARTICLE III - OFFICERS AND DIRECTORS

A. Officers: Qualifications - Elections - Successions

1. The officers of the Corporation shall be President, President Elect, Secretary/Treasurer and Immediate Past President. The term of office for any officer shall be one (1) year or until their successor is elected.
2. All officers must be primary or associate representatives of an Institutional Member.
3. The President Elect and Secretary/Treasurer shall be elected by mail ballot. In a contested election, the candidate receiving the greatest number of votes for that office shall be declared the winner.
4. Upon the existing President serving a one (1) year term, the President shall assume the office and duties of Immediate Past President for a term of one (1) year, and the President Elect shall assume the office and duties of the President for a term of one (1) year.
5. The Secretary/Treasurer may not be elected to more than two (2) consecutive terms of office.
6. Candidates for the office of President Elect must have served as a member of the Board of Directors for a minimum of one (1) year, or served as the Chair of a Permanent Committee for a minimum of (1) one year.
7. In the event of the death, resignation or inability (for any reason) of any officer to complete their term of office, the Board of Directors will appoint a qualified member to fill out the unexpired term of the respective office. At the beginning of the following year, the normal progression of office will resume.
8. All officers will begin their term of office at the close of the Annual Conference.

B. Elected Directors-at-Large: Qualifications - Election

1. There will be four (4) elected Directors-at-Large.

**BYLAWS OF THE ASSOCIATION OF
COLLEGE AND UNIVERSITY TELECOMMUNICATIONS ADMINISTRATORS, INC.**

(NOVEMBER 11, 1993)*

*Contains changes approved by the Board on November 11, 1993

ARTICLE I - MEMBERSHIP

The Corporation shall have institutional and associate members and affiliates.

A. Institutional Membership

- 1.a. Institutional membership shall be restricted to not-for-profit institutions of higher education (i.e. universities, colleges, and community colleges), which are legally authorized to offer and are offering at least a two-year program of college-level studies, and which are accredited or pre-accredited at the college level by a nationally-recognized accrediting agency.
- 1.b. Each institution applying for institutional membership must possess a unique FICE (Federal Interagency Commission on Education) identification number in the current issue of the "Higher Education Directory" or demonstrate telecommunications budget autonomy for each unit requesting its own institutional membership.
2. Each institutional member shall designate one (1) individual to represent the institution. Such individual should be the full-time employee who has the primary responsibility for the control or direction of telecommunications services and budgets. Such individual shall cast all votes for the institutional member and be known as the primary member. An institutional member may, from time to time, designate a new individual as primary member by providing written notification to the Corporation.
3. When laws or policies of institutions of higher education prohibit membership in the name of an institution, an individual, preferably the full-time employee who has the primary responsibility for the control or direction of telecommunications services and budget at such institution, may apply for institutional membership in their name on behalf of such institution.

B. Associate Membership

1. Associate membership shall be available to individuals who are involved in any phase of telecommunications services at those institutions which qualify for institutional membership. In the event an individual has obtained an institutional membership on behalf of an institution pursuant to Article 1, Section A, Paragraph 3, other individuals involved in the telecommunication services at such institutions shall qualify for associate membership.
2. Associate membership shall also be available to individuals who are involved in any phase of telecommunications services at institutions that do not qualify for institutional membership, such as hospitals; federal, provincial or state agencies; research institutes; college consortia; or other associations of college and university administrators which act directly on behalf of college and university telecommunications services and interests.

C. Affiliates

A corporate affiliate membership plan for multiple individuals shall be available to telephone operating companies and other companies which offer telecommunications services and/or products to the college/university market and independent consultants in the field of telecommunications who are both (1) sponsored by an institutional member and (2) approved by the Membership Director.

D. Membership Application, Obligations, and Privileges

1. All applications for membership in any category must be submitted on the Corporation's membership application and are subject to the review and approval of the Membership Director. Applications denied by the Membership Director may be appealed to the Membership Committee.
2. Membership eligibility shall not be determined or influenced by the race, creed, religion, color, age, sex, handicap, or national origin of any individual.
3. Only the designated individual representing a member institution with dues currently paid shall be eligible to vote at the Corporation's business meetings. Voting by proxy will be allowed in the absence of the voting representative of an institutional member, but only by an alternative authorized representative from the same institution. Notification of vote by proxy must be presented to the Secretary, in writing, prior to the beginning of the business meeting.
4. Any designated voting individual or associate member from an institutional member shall be eligible to serve on the Board of Directors subject to Article II, A, 2.
5. Membership privileges, other than voting, are extended to associate members and industry affiliates as specified in these Bylaws.

E. Membership Dues and Fees

1. Membership dues and fees shall be determined by the Board of Directors.
2. Dues shall become payable upon application for membership; invoices for initial dues payment can be issued upon request, but membership is not effective until dues have been processed. If application for membership is denied, dues remitted with application shall be refunded.

These dividing lines served no useful purpose for the majority of our members. We felt that it would be much more effective if the elected directors on the Board, who represent the membership, each represented and were elected by the entire membership.

Appointing, rather than electing, one of the five Directors-at-Large will be beneficial in a number of ways: It will help to assure diversity, allow someone to participate who possesses unique skills (such as an unelected candidate or a member who is unable to fulfill a two-year commitment), or permit a corporate affiliate or non-member who would lend special perspectives to serve. Looking at other Boards, we found this to be a common practice that often improves Board productivity.

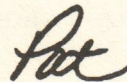
We have also discussed the establishment of a new type of program we're calling "local events," which could be made readily available at a lower cost than a seminar. We have a rough outline, but are awaiting information from the member needs assessment, presently in progress, before giving this program formal definition. Look for more details later this year.

To be sure, these are sweeping changes. However, they are a direct result of the input we received from the focus groups conducted during the strategic planning process, and comments frequently expressed by ACUTA's membership.

The changes will formally take effect in July but, due to the complexities involved, we expect a complete transition to take a full year beyond that date. Although the Board is committed to make this happen, we are responsible to the membership to ensure that such a transition happens in an orderly manner. A Board subcommittee has been established to work with me (according to the terms of the newly-adopted bylaws) to determine exactly how this transition will occur. Margie Milone, Membership Director, and Tony Mordosky, Northeast Region Director, have agreed to serve in this capacity. A transition plan will be developed by this subcommittee, approved by the Board, and the results reported to the membership prior to the annual Call for Nominations.

Finally, on a more personal note, I'd like to express my admiration and appreciation to the entire Board for the insight, cooperation, and fairness they showed throughout this grueling process. These were tough decisions with significant impact to many of the positions of those currently serving on the Board. Ultimately, they were able to detach the personal impacts from the organizational ones, control the natural human "survival instinct," and do what was right for ACUTA—even when their own roles would be dramatically changed and, in some cases, eliminated. I applaud these twelve people for their professionalism and am proud to have been able to work with them on these important issues.

We hope you are pleased with the bold directions we have taken to keep ACUTA vital and viable into the future. We plan to have an information session at the Annual Conference in July to discuss these changes with you in more detail as well as to review results of the member needs assessment and progress on the electronic access for the membership. If you have questions or comments in the interim, please contact me or any other Board member. We would be happy to answer your questions, address your concerns, and consider any thoughts you may have on the transition plan.



Patricia A. Searles, President