



ASPIRE UTAH BYLAWS

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1 **ASPIRE UTAH**

2 **BYLAWS**

3 **ARTICLE I: NAME**

4 The name of this association shall be ASPIRE Utah.

5 **ARTICLE II: PURPOSE**

6 The purpose of ASPIRE Utah is to promote post-secondary educational access and success for
7 students traditionally underrepresented in higher education.

8 **ARTICLE III: GOALS**

9 Provide an association and a forum for professional personnel involved in TRIO and similar
10 programs devoted to post-secondary educational opportunities for students traditionally
11 underrepresented in higher education.

12 Provide a vehicle which will strengthen the professionalism and expertise of association
13 members through communication, professional development, political awareness, and technical
14 assistance.

15 Provide unity of purpose, definition, and representation among projects and project personnel.

16 Promote post-secondary educational opportunities for students traditionally underrepresented in
17 higher education.

18 **ARTICLE IV: MEMBERSHIP**

19 Annual Membership in ASPIRE Utah shall be of three types:

20 **1. Professional Membership shall be available to persons who are employed in TRIO**
21 **or similar educational opportunity programs within the state of Utah and who hold**
22 **a current Professional membership in ASPIRE, Inc.**

23 a) Professional Membership Fee: There shall be no membership fee for Professional
24 Members as long as ASPIRE, Inc. continues to rebate a portion to ASPIRE Utah
25 from each regional membership fee.

26 b) Each Professional Member shall be entitled to one vote and is eligible to hold any
27 office within ASPIRE Utah

28 **2. Associate Membership shall be available to persons who are employed in TRIO or**
29 **other similar educational opportunity programs within the state of Utah and who**
30 **hold a current Associate Membership in ASPIRE, Inc.**

31 a) Associate Membership Fee: There shall be no membership fee for Associate
32 Members as long as ASPIRE, Inc. continues to rebate a portion to ASPIRE Utah
33 from each regional membership fee.

34 b) Each Associate Member shall be entitled to one vote, may serve on committees
35 but is not eligible to hold office within ASPIRE Utah.

36 **3. Affiliate Membership shall be available to persons who support the purposes of the**
37 **organization.**

38 a) Affiliate Membership Fee: Determined by the Board of Directors.

39 b) Each Affiliate Member shall have voice but no vote, is not eligible to hold office,
40 but may serve on committees within ASPIRE Utah.

41 **4. Members Rights and Obligations**

42 Current members of ASPIRE Utah have the right to inspect corporate records.

43 **5. Business Meetings**

44 a) Business meetings shall be held bi-annually during the ASPIRE Utah Conference
45 and ASPIRE, Inc. Conference.

46 b) Additional or special business meetings may be held at such other times as are
47 determined necessary by the president or by a simple majority of the membership
48 as a whole.

49 c) Business meetings shall be conducted according to Robert's Rules of Order
50 Newly Revised.

51 d) A quorum for the purpose of conducting business shall consist of thirty percent
52 (30%) of the current Professional and Associate members of ASPIRE Utah.

53 e) A simple majority of ASPIRE Utah members present and voting shall prevail.
54 Proxy votes and absentee ballots shall not be recognized.

55 f) Meetings shall be open to any interested persons but persons who are not
56 Professional or Associate members shall not vote.

57 **ARTICLE V: BOARD OF DIRECTORS**

58 **1. General Authority**

59 There shall be a Board of Directors which shall manage the business, property, and
60 affairs of ASPIRE Utah. The Board of Directors shall have the authority to conduct
61 the affairs of ASPIRE Utah between meetings of the membership.

62 **2. Board Composition**

63 The Board of Directors of ASPIRE Utah shall be composed of five (4) voting
64 members including the President, President Elect OR Immediate Past President,
65 Secretary and Treasurer.

66 **3. Vacancy**

67 If a vacancy occurs among the offices of President Elect, Past President, Secretary, or
68 Treasurer between elections, the board shall fill the vacancy until an election can be
69 held.

70 **4. Removal of Board Members**

71 Removal of a Director by the members requires the majority vote of the members at a
72 meeting of the membership, duly constituted for the removal of a member of the
73 Board of Directors. A quorum of all members eligible to vote must be present at the
74 meeting of the membership constituted for the removal of a member of the Board of
75 Directors before any action can be undertaken.

76 **5. Board Elections**

77 Elections for ASPIRE Utah officers shall take place during the annual ASPIRE Utah
78 Conference. Elections shall be by secret ballot during a business meeting of the
79 membership. A simple majority of ASPIRE Utah members present and voting shall
80 prevail. Proxy votes and absentee ballots shall not be recognized.

81 **6. Terms of Office**

82 The President shall serve for two years. President Elect, and Immediate Past President
shall each serve for one
83 (1) year term beginning at the annual ASPIRE, Inc. Conference. The Treasurer and
84 Secretary shall each serve for a two (2) year term beginning at the annual ASPIRE,
85 Inc. Conference, with each office elected on alternating years.

86 **7. Regular Meetings of the Board**

87 The Board of Directors shall hold a regular meeting during the annual ASPIRE Utah
88 Conference. No notice of the meeting other than this bylaw is required. The Board of
89 Directors may hold additional meetings as necessary. The President shall determine
90 location, date and time of meetings. Meetings may also be held by conference call or
91 electronic mail.

92 **8. Board Quorum**

93 Three of the four board members shall constitute a quorum for the transaction of
94 business at any Board of Directors meeting.

95 **9. Compensation for Board Members**

96 ASPIRE Utah may pay Board members' expenses for attendance at each Board of
97 Directors meeting. The Board members shall not be paid a salary or fee for attending
98 the meeting.

99 **ARTICLE VI: OFFICERS**

100 **1. President**

101 The President shall be the chief elected officer of ASPIRE Utah. The President must
102 be a current Professional Member of ASPIRE, Inc. Specific duties of the President
103 shall be outlined in the ASPIRE Utah Operating Guidelines.

104 **2. President Elect**

105 The President Elect shall serve with the same powers and authority as the President in
106 the absence of the President. The President Elect must be a current Professional
107 Member of ASPIRE, Inc. Specific duties of the President Elect shall be outlined in
108 the ASPIRE Utah Operating Guidelines.

109
110 The President Elect shall succeed to the office of President at the annual ASPIRE,
111 Inc. Conference of the year following election to the office of President Elect.

112 The President Elect shall assume the Presidency for the remainder of the Presidential
113 term in the event of the resignation or incapacitation of the President.

114 3. Immediate Past President

115 The President shall succeed to the office of Immediate Past President at the annual
116 ASPIRE, Inc. Conference of the year following the second year of service as
117 President. The Immediate
118 Past President must be a current Professional Member in ASPIRE, Inc. Specific
119 duties of the Immediate Past President shall be outlined in the ASPIRE Utah
Operating Guidelines.

120 4. Secretary

121 The Secretary must be a Professional Member in ASPIRE, Inc. The Secretary shall
122 serve a term of two years, and shall assume the office of Secretary at the ASPIRE,
123 Inc. Conference of the year following election to the office. Specific duties of the
124 Secretary shall be outlined in the ASPIRE Utah Operating Guidelines.

125 5. Treasurer

126 The Treasurer must be a Professional Member in ASPIRE, Inc. The Treasurer shall
127 serve a term of two years, and shall assume the office of Treasurer at the ASPIRE,
128 Inc. Conference of the year following election to the office. Specific duties of the
129 Treasurer shall be outlined in the ASPIRE Utah Operating Guidelines.

130 ARTICLE VII: COMMITTEES AND TASK FORCES

131 The President shall establish committees and task forces and appoint Chairpersons. The
132 Chairpersons shall be current Professional or Associate members of ASPIRE Utah. Each
133 committee and task force may exercise the specific authority which the President confers upon it.
134 Committees and task forces shall be outlined in the Operating Guidelines.

135 ARTICLE VIII: CORPORATE RECORDS

136 1. Minutes and Accounting Records

137 The corporation shall keep a permanent record of the minutes of all meetings of its
138 members and Board of Directors. The corporation shall maintain appropriate
139 accounting records and permanent record of Treasurer's report

140 2. Other Records

141 The corporation shall keep, as a minimum, a copy of all records required by the Utah
142 Non-profit and Cooperative Association Act and IRS 501(c)3 Internal Revenue
Code.
143 These records shall be kept at its principal office or at a location determined by the
144 Board of Directors from which the records may be easily accessed.

145

146 ARTICLE IX: DISSOLUTION

147 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt
148 purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or
149 supplemented, or shall be distributed to the federal government or to a state or local government
150 for a public purpose. Any such assets not so disposed of shall be disposed of by the District
151 Court of the county in which the principal office of the corporation is then located, exclusively
152 for such purposes or to such organization or organizations, as said Court shall determine, which
153 are organized and operated exclusively for such purposes.

154 ARTICLE X: INDEMNIFICATION

155 1. Indemnification of the Board of Directors

156 An individual made party to a proceeding because the individual is, or was, on the
157 Board of Directors of the corporation may be indemnified against liability incurred in
158 the proceeding only if the indemnification is determined permissible and authorized
159 in accordance with procedures listed in the Utah Nonprofit Corporation and
160 Cooperative Association Act.

161 2. Indemnification of Employees and Agents

162 The Board of directors may choose to indemnify any employee or agent of the
163 corporation only if the indemnification is determined permissible and authorized in
164 accordance with procedures listed in the Utah Nonprofit Corporation and Cooperative
165 Association Act.

166 3. Indemnification not allowed

167 The corporation shall not indemnify a Board of Directors member, employee or agent
168 if the individual was determined liable to the corporation.

169 4. Mandatory Indemnification

170 The corporation shall indemnify a Board of Directors Member in the defense of any
171 proceeding to which the Board of Directors Member was a party, due to the
172 individual's position as a Board Member of the corporation, against expenses
173 incurred in connection with the proceedings.

174 ARTICLE XI: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

175 1. Contracts

176 The Board of Directors may authorize any officer or officers, agent or agents, to enter
177 into a contract or execute or deliver any instruments in the name of and on behalf of
178 the corporation and such authorization may be general or confined to specific
179 instruments.

180

181

182 **2. Loans**

183 The corporation shall not allow anyone to contract on behalf of it for indebtedness or
184 borrowed money unless the Board of Directors authorizes such a contract by
185 resolution. The corporation shall not allow anyone to issue evidence of the
186 corporation's indebtedness unless the Board of Directors authorizes the issuance by
187 resolution. The authorization may be general or specific.

188 **3. Checks, Drafts, etc.**

189 The Board of Directors shall authorize by resolution which officer(s) or agent(s) may
190 sign and issue all corporation checks, drafts, or other orders for payment of money,
191 and notes or other evidence of indebtedness. The Board of Directors shall also
192 determine by resolution the manner in which these documents will be signed and
193 issued.

194 **4. Deposits**

195 The Treasurer of the corporation shall assure deposit of all funds in accounts
196 designated by the Board of Directors.

197 **ARTICLE XII: PROHIBITED ACTIVITIES**

198 Notwithstanding any other provisions of these bylaws, no ASPIRE Utah member, Board
199 Member, employee, or representative of the corporation shall take any action or carry on any
200 activity on behalf of the corporation not permitted by an exempt organization under section
201 501(c)(3) of the Internal Revenue Code and its most current regulations.

202 **ARTICLE XIII: CONFLICT OF INTEREST**

203 A conflict of interest transaction is any transaction in which a member of the Board of Directors
204 has direct or indirect interest. A conflict of interest transaction may be authorized, approved, or
205 ratified if it is fair to the corporation and it receives the affirmative vote of a majority of the
206 Directors on the Board who has no direct or indirect interest in the transaction. The conflict of
207 interest transaction shall not be authorized, approved, or ratified by a single Director. Before
208 taking any vote to authorize, approve, or ratify a conflict of interest transaction, the material facts
209 of the transaction and the Director's interest must be disclosed and made known to the Board of
210 Directors.

211 **ARTICLE XIV: AMENDMENTS**

212 Unless otherwise required by the Utah Nonprofit Corporation and Cooperative Association Act,
213 an amendment to the corporation's bylaws must be approved by two-thirds of votes cast by
214 members present and voting at ASPIRE Utah business meeting.

215 ***These bylaws were adopted by quorum at ASPIRE, Inc., on the 29th day of September***
216 ***2018..***