

**BYLAWS**  
**OF**  
**COMMITTEE FOR A BETTER UNIVERSITY**

**ARTICLE I – NAME AND PURPOSE**

**Section 1.** Name. The name of the organization shall be known as Committee For A Better University.

**Section 2.** Purpose. The purpose of the organization will be to provide a forum for diverse ideas and debate on the campus of North Carolina State University. The group will also seek to advocate for fairness and ideological balance in educational programs at the University.

**ARTICLE II – MEMBERSHIP**

**Section 1.** Joining. Membership may be open to all students of North Carolina State University who are interested supporting the purpose of the organization, as stated in Article I, Section 2.

**Section 2.** Selection of Members. All new members must be approved by the Executive Committee by a majority vote.

**Section 3.** Removal. Any member may be removed at any time with or without cause by the club members with a majority vote. If an officer is removed, a member may be elected to fill the vacancy at the same meeting.

**Section 4.** Dues. Dues for the organization shall be set by the Executive Committee.

**ARTICLE III – OFFICERS**

**Section 1.** Titles. The officers of the association shall be a Chairman, Vice Chairman, Secretary, Treasurer, and Executive Director. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

**Section 2.** Election and Term. The officers of the organization shall be elected by the members. Each officer shall hold office for a one-year term and until a successor is appointed and qualifies.

**Section 3.** Removal. Any officer or agent elected or appointed by the members may be removed at any time by the members with cause.

**Section 4.** Resignation. An officer or agent may resign at any time by communicating such resignation to the organization. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

**Section 5.** Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the Chairman.

**Section 6.** Chairman. The Chairman shall be the chief executive officer of the organization and, subject to the control of the members, shall supervise and control the management of the organization in accordance with these bylaws. The Chairman shall preside at meetings of the members. The members shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the organization, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the members to some other officer or agent. In general, the Chairman shall perform all duties that may be assigned by the members from time to time.

**Section 7.** Vice Chairman. The Vice Chairman shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice Chairman in the performance of the duties of the Chairman shall be presumptive evidence of the absence or inability to act of the Chairman at the time the action was taken. The Vice Chairman shall have such other powers and perform such other duties that may be assigned by the Chairman.

**Section 8.** Treasurer. The Treasurer shall have custody of all funds and securities belonging to the organization and shall receive, deposit, or disburse the same under the direction of the members; provided, that the Executive Committee may appoint a custodian or depository for any such funds or securities, and the Executive Committee of designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Chairman.

**Section 9.** Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as my require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chairman.

**Section 10.** Executive Director. The Executive Director shall assist the Chairman in the management of the organization and provide support for members and other officers. The Executive Director shall oversee all events approved by the members, outside meetings of the organization, as directed by the Chairman.

#### **ARTICLE IV – MEETINGS**

**Section 1.** General Meeting. The organization shall meet monthly, or as determined by the club members.

**Section 2.** Place of Meetings. Meetings of the members shall be held on the campus of North Carolina State University or within a 2-mile radius from the campus.

**Section 3.** Special Meetings. Special meetings of the members may be called by or at the request of the Chairman or two members of the Executive Committee.

**Section 4.** Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by electronic mail at least five (5) days before the meeting, and no more than thirty (30) days. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the members. Attendance by a member at a meeting shall constitute a waiver of notice, except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 5.** Voting. Each member will receive one (1) vote. Members of the Executive Committee will receive a single (1) additional vote. A person may have no more than two (2) votes.

**Section 6.** Quorum. At all meetings of the members, a quorum shall consist of representatives from at least five (5) members. At all meetings of the Executive Committee, a quorum shall consist of fifty percent (50%) of its members.

**Section 7.** Manner of Acting Except as otherwise provided by law or in the bylaws, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the members.

**Section 8.** Action Without Meetings Action taken by the majority of the club members or members of a committee without a meeting is nevertheless club or committee action if written consent to the action is in question is signed by all of the club members or members of the committee, as the case may be, and filed with the minutes of the proceedings of the club members or committee, whether done before or after the action is taken.

**Section 9.** Meeting by Conference Telephone. Any one or more club members or members of a committee may participate in a meeting of the club or committee by means of a conference telephone or similar communications device which allows all members participating in the meeting to simultaneously hear each other during the meeting, and such participating in a meeting shall be deemed presence in person at such meeting.

#### **ARTICLE V – COMMITTEES**

**Section 1.** Executive Committee. The Executive Committee will consist of the Chairman, Vice Chairman, Secretary, Treasurer, and Executive Director. Vacancies in the memberships of the Executive Committee shall be filled by the Chairman at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report the Members on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the association.

**Section 2.** Standing or Other Committees. Standing or other committees having two or more members may be designated by a resolution adopted by the Executive Board. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

**Section 3.** Committee Authority. No committees of the members (including the Executive Committee) shall be authorized to take the following actions:

- (A) Authorize distributions to or for the benefit of the members or officers;
- (B) Approve dissolution, merger or sale, pledge, or transfer of all or substantially all of the association's assets;
- (C) Elect, appoint or remove Executive Committee members.
- (D) Adopt, amend, or repeal the Articles of Organization or bylaws.

#### **ARTICLE VI – AMENDMENTS**

**Section 1.** Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of the majority of all members at any meeting of the organization; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws.

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**THIS IS TO CERTIFY** that the above bylaws of Committee for a Better NC State were duly adopted by the members at a meeting held on July 20, 2005.

This is the twentieth day of July 2005.

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Secretary