

The Renaissance Group Governance Constitution and Bylaws

ARTICLE I

SECTION 1 - Name

The name of the Consortium is *The Renaissance Group (TRG)*.

SECTION 2 – Location

The principal office of the Consortium shall be located at such place, as the Board of Governors shall from time to time designate. The Consortium may maintain additional offices at such other places as the Board of Governors may designate.

ARTICLE II

SECTION 1 - Power of Board

The affairs of the Consortium shall be managed by the Board of Governors.

SECTION 2 - Number of Officers

The number of officers of the Consortium shall be three (3), President, President Elect and Past President.

SECTION 3 - Election and Term of Governors

The Board of Governors shall consist of seventeen (17) voting members, consisting of fifteen (15) elected voting member, plus (1) Dean of Education from the host institution, and (1) Past President. An institution shall have no more than two (2) elected voting members on the Board of Governors.

The voting members will be elected by and from the general membership for three (3) year terms. The voting membership of the Board will include three (3) presidents, three (3) provosts/vice presidents for academic affairs, three (3) deans of education, three (3) deans of arts and sciences, and three (3) members elected at large.

The Dean of Education from the institution hosting TRG shall automatically be a voting member of the Board of Governors and shall not count as one of the three (3) elected Deans of Education.

The Past President shall automatically be a voting member of the Board of Governors and shall not count as one of the three (3) elected Presidents.

Board of Governors members who have been elected may stand for one (1) additional full term as a member of the Board of Governors without re-election with the approval of the majority of the Board of Governors.

In the event of a change of duties and/or at the time of retirement from duties at the member institution, a Board of Governors member who has been elected may complete their full term as a voting member of the Board of Governors.

Members who are promoted to interim positions shall be permitted to continue as a Board of Governor member in the position to which they were originally elected for the duration of their interim appointment. If at the end of the interim appointment the member does not return to their original position, the Board position shall be declared vacant and shall be filled as provided in Section 4.

SECTION 4 – Vacancies

Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of a majority of the members of the Board of Governors. Governors elected to fill vacancies shall be elected for the unexpired term of their predecessors, and shall remain in office until their successors are elected and certified.

SECTION 5 - Emeriti Governors

In recognition for their service and contributions to TRG, any Governor having completed one full term on the Board of Governors, may upon nomination and approval by a simple majority of currently elected members of the Board of Governors be granted Emeriti Governor status. Emeriti Governors may attend and participate in all Board of Governors meetings, as well as all TRG events, but may not vote as a member of the board.

SECTION 6 - Removal of Governors

A governor may be removed with or without cause at any time by an affirmative vote of a majority of the governors then in office, provided that such action is taken at a called meeting of the Board of Governors.

SECTION 7 – Resignations

Except as otherwise required by law, any Governor of the Consortium may resign at any time by giving written notice to the President of the Consortium. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

SECTION 8 - Quorum of Governors and Action by the Board

A simple majority of the number of governors in office shall constitute a quorum for the transaction of business. Emeriti Governors shall not be counted to determine a quorum. Except as otherwise provided by these Bylaws, the act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 9 - Meetings of the Board

Meetings of the Board of Governors, regular or special, may be held at such place and upon a two-week notice to members of the Board of Governors. Governors may agree to meet via conference call, teleconferencing, or other electronic means.

SECTION 10 - Actions of the Board

Any action required or permitted to be taken by the Board of Governors may be taken without a meeting provided a majority of the Board of Governors agree to the action. The resolution and the written consent thereto by the Governors shall be filed with the minutes of proceedings of the Board of Governors. Any or all Governors may participate in a meeting of the Board of Governors or a committee of the Board of Governors by means of conference telephone, or by any means of communications by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

ARTICLE III

SECTION 1 - Committees; Authority

The Board of Governors by resolution adopted by a majority of the Governors in office may designate and appoint one or more committees, each of which shall consist of two or more Governors, which shall have and exercise the authority of the Board of Governors of the Consortium. Other committees not having and exercising the authority of the Board of Governors in the management of the Consortium may be designated and appointed by a resolution adopted by a majority of the Governors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Governors or any individual Governor of any responsibility imposed upon it or him/her by law.

ARTICLE IV

SECTION 1 – Officers

The Board of Governors shall elect by simple majority of Governors in attendance, a President Elect at their annual spring meeting. The President Elect shall be selected from among the presidents serving on the Board of Governors. The President Elect shall take office on July 1 of the year in which they were elected and assume the position of President on July 1 of the following year.

The current President shall automatically assume the position of Past President when replaced by the President Elect.

The Past President may continue to serve beyond his elected board term until replaced.

SECTION 2 - Term of Office and Removal

Officers shall hold office for the term of one (1) year for which they are elected and until their successor has been elected and certified. Unless otherwise provided by resolution of the Board of Governors, all officers shall be elected or appointed at the spring meeting of the Board.

Any officer may be removed by the Board of Governors whenever in its judgment the best interest of the Consortium will be served.

SECTION 3 - Powers and Duties of Officers

Subject to the control of the Board of Governors, all officers as between themselves and the Consortium shall have such authority and perform such duties in the management of the property and affairs of the Consortium as may be provided in these Bylaws or by resolution of the Board of Governors.

SECTION 4 – President

The President shall serve as the chief executive officer of the Consortium, preside at all meetings of the Board of Governors, and, subject to the supervision of the Board of Governors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Consortium in accordance with policies and directives approved by the Board of Governors.

SECTION 5 - President Elect

In the absence of the President or in the event of his/her inability or refusal to act, the President Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions of the President. The President Elect shall perform such other duties and have such other powers as the Board of Governors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Governors.

SECTION 6 - Agents and Employees

The Board of Governors, or by their authority the President, may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Governors. The Board of Governors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

SECTION 7 – Reimbursement of Expenses

The Consortium may reimburse expenses in reasonable amounts to Board members, agents and employees for services rendered; such amounts are to be fixed by a majority of the entire Board of Governors.

SECTION 8 – Executive Director

The Board of Governors may appoint an Executive Director. Terms of the Executive Director's compensation, employment and evaluation will be determined by the Board of Governors.

The Executive Director, by authorization of The Board of Governors, shall be authorized to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other

documents and instruments on behalf of the Consortium. The Executive Director shall provide a bond or security for the faithful performance of his/her duties as the Board of Governors may require, for which he/she shall be reimbursed.

SECTION 9 – Executive Assistant

The Board of Governors may appoint an Executive Assistant. Terms of the Executive Assistant's compensation, employment and evaluation will be determined by the Board.

The Executive Assistant shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Governors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Executive Assistant.

The Executive Assistant shall have the custody of, and be responsible for, all funds and securities of the Consortium. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Consortium, and shall deposit all monies and other valuable property of the Consortium in the name and to the credit of the Consortium in such banks or depositories as the Board of Governors may designate.

Whenever required by the Board of Governors, the Executive Assistant shall render a statement of accounts. He/she shall at all reasonable times exhibit the books and accounts to any officer or Governor of the Consortium, and shall perform all duties incident to the office of Executive Assistant, subject to the supervision of the Board of Governors, and such other duties as shall from time to time be assigned by the Board of Governors. The Executive Assistant shall provide a bond or security for the faithful performance of his/her duties as the Board of Governors may require, for which he/she shall be reimbursed.

ARTICLE V

SECTION 1 - Institutional Membership

Membership shall consist of institutions of higher education and other educational organizations that support the purposes and action agenda described in the Bylaws. Members may be added whereby institutions have completed the application process and are approved by a majority vote of the members of the Board of Governors. Official representatives of member institutions shall be entitled to attend all official meetings, participate in business sessions, vote on matters being decided by poll, receive regular Consortium publications and enjoy other rights and privileges accorded institutional representatives. Others may participate by invitation, but are not eligible for voting privileges.

SECTION 2 - Membership Fees

Membership fees shall be payable to The Renaissance Group and shall be sent to the principal office of the Consortium. The fee is to be recommended and approved by the Board of Governors. Should an institution decide to withdraw after paying fees, no reimbursement will be made.

A member institution, which has not paid its membership dues by January 1 of the membership year, will not be eligible to participate in Consortium grants and projects. A member institution, which has not paid its dues for two (2) consecutive fiscal years, will be removed from the membership roles.

SECTION 3 – Emeriti Governor Fees

Emeriti Governors shall not have to pay annual dues. Emeriti Governors' conference registration fees shall be waived. Emeriti Governors shall be charged a fee equal to the cost of attending any reception and banquet meals supplied at each conference.

ARTICLE VI

SECTION 1 - Fiscal Year

The fiscal year of the Consortium shall be July 1 through June 30.

SECTION 2 - Books and Records to be Kept

The Consortium shall keep at its principal office correct and complete books and records of account and minutes of the proceedings of the Board of Governors, the general meetings of the Consortium, and any committee having any of the authority of the Board of Governors.

SECTION 3 - Amendment of Articles and Bylaws

The Constitution and Bylaws may be adopted, amended or repealed by an affirmative vote of a majority of the Governing Board members.

The general membership will be informed of any changes to the Constitution and Bylaws.

Revised: August 10, 2012 and September 30, 2012

Approved: September 30, 2012