

**BYLAWS OF THE
HIGHER EDUCATION INTERNATIONAL BUSINESS OFFICERS
(HEIBO)**

Article I

NAME

The name of this organization shall be the "Higher Education International Business Officers" ("HEIBO" or the "Association").

Article II

ORGANIZATION

HEIBO is a volunteer-managed nonprofit organization. HEIBO does not have a federal tax status and is not formally registered in any state. HEIBO does not generate revenue outside of its annual conference and does not have any employees. Until formal organization, the University of Minnesota is the financial and web hub for HEIBO activities.

Article III

PURPOSES

Section 1. The purposes of the Association shall be:

- a. Interest in Sound International Financial Management and Administration for Higher Education. To promote on a national level sound financial management and administration in international higher education, to foster among the international higher education community a high ethical standard of professional financial conduct, and to encourage cooperation with organizations which share this interest.
- b. Collection, Exchange, Development, and Dissemination of Information. To stimulate research and to provide for gathering, exchanging, creating, and distributing information of a practical nature that relates to the principles

on which sound and ethical financial administration of international activities within colleges and universities should be based that are shared via a listserv and annual conference.

- c. Assistance to Established National Education Associations and the Formulation of Public Policy. To provide information and technical assistance in the field of international higher education management and financial administration, to establish and represent educational institutions and associations, and to provide a means for projecting to public policy makers and standard-setting agencies comments and opinions on issues that concern international higher education.
- d. Other Activities. To carry out all other activities as directed by the Steering Committee and consistent with the Association's purpose.

Section 2. Activities. The Association is organized and shall be exclusively operated for educational purposes. No part of the Association's conference revenue may inure to the benefit of or be distributable to its member institutions, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association may be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not financially participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Dissolution. Upon the dissolution of the Association, the Steering Committee shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association as the Steering Committee shall determine, but in accordance with the following priorities:

- a. first priority, to a nonprofit organization which may have been created or selected to succeed the Association;
- b. second priority, to another nonprofit organization which may be selected as proper recipient of the Association's assets;
- c. third priority, to be returned on a pro rata basis to the various colleges and universities holding membership in HEIBO at the time of its dissolution.

Article IV

STEERING COMMITTEE

Section 1. General Powers. The affairs of the Association shall be managed, supervised, and controlled by the Steering Committee. The Steering Committee shall possess all the powers necessary or convenient to accomplish the objectives and perform the duties of the Association. The Steering Committee shall establish and maintain policies which address the goals, governance process, Committee-Chair relationship, and limitations on the exercise of executive authority. The Steering Committee also shall monitor organizational performance in the context of the Association's purposes.

Section 2. Number and Qualification, and Tenure. The Steering Committee shall consist of the Executive Committee, and not less than 7 and up to 9 additional members who shall be designated by the Chair and approved by the Steering Committee.

- a. Executive Committee. The Executive Committee shall consist of the Chair, the Secretary, the Co-Chair, and the Treasurer (future). The Executive Committee meets independently of the Steering Committee to set agendas, handle immediate correspondence and develop strategy.
- b. Cohort Representatives. Three Cohort Representatives shall be elected or volunteer every two years on the odd number years by the general membership. There shall be one Cohort Representative from each of the following international cohorts: International Student and Scholar Services, Study Abroad, and International Affairs. Each Representative will be an employee in one of the designated groups.
- c. Institutional Representatives. Up to four Institutional Representatives shall be elected or volunteer every two years on the even number years by the general membership. There shall be representation of the following higher education institutions: Public Institution, Private Institution, Large Institution (more than 15,000 students) and Small Institution (under 15,000 students). Each Representative will be an employee of one of the designated groups.
- d. At Large Representatives. A total of four At Large Representatives will be on the Steering Committee; two positions shall be elected or volunteer every year.

- e. Additional Representatives. Up to two additional representatives may be appointed from the general membership by the chair and approved by a simple majority of the Steering Committee for up to two years from the time of appointment.

Section 3. Removal from Office. Any Steering Committee representative may be removed by a simple majority vote of the Steering Committee.

Section 4. Vacancies. Any vacancy occurring on the Steering Committee may be filled by appointment of a simple majority vote of the Steering Committee. A Steering Committee member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5. Meetings. The Steering Committee shall meet not less than four times each year. The dates for meetings shall be set by the Chair. All meetings shall be held at the place designated by the Chair. Meetings of the Steering Committee or any committee may be held by conference telephone, internet service or similar communications equipment and participation by such means shall constitute presence in person at any such meeting. One meeting a year will take place in person at the annual conference.

Section 6. Quorum. A simple majority of the Steering Committee shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the representatives are present, no action may be taken unless a quorum is established for the duration of any agenda item upon which an action is taken.

Section 7. Compensation. Steering Committee members or any other committee representatives will not receive any compensation for their services as representatives.

Section 8. Action by Steering Committee without a Meeting. Any action required or which may be taken at a meeting of the committee, or of a committee thereof, may be taken without a meeting if a consent in writing, prepared by the Secretary, setting forth the action to be taken, shall be signed before such action by all of the representatives, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Article V

EXECUTIVE COMMITTEE / OFFICERS

Section 1. Officers. The officers of the Association shall be elected by the Steering Committee and shall include a Chair, Co-Chair, Secretary, and Treasurer (future) and any such other officers as the Steering Committee shall deem necessary.

- a. Chair and Co-Chair. A Co-Chair is elected by the Steering Committee each year. The Co-Chair serves a two-year term; year one of the term as Co-Chair and year two as Chair of the Committee. Any Co-Chair/Chair so elected must be employed at a higher education institution and must remain so employed throughout the term for which he or she was elected. Any Co-Chair/Chair so elected may serve for a continuous period not to exceed two consecutive two-year terms, unless the term is extended by a simple majority of the Steering Committee.
- b. The Secretary shall be elected or appointed by the Steering Committee and serve a two-year term in conjunction with the Co-Chair/Chair term.
- c. The Treasurer (future) shall be the chief financial officer and shall be elected or appointed by the Steering Committee and serve a two-year term in conjunction with the Co-Chair/Chair term.

Section 2. Election and Term of Office. The Executive Committee Officers of the Association shall be elected by the Steering Committee at the Fall annual business meeting; provided, however, that if the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The terms of office of all elected officers shall be two years, and the newly elected officers shall assume their new positions on January 1 of the following year. Vacancies may be filled or new offices created and filled at any meeting of the Steering Committee. No person shall hold the same office for more than three consecutive terms, but each officer shall hold office until the successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Steering Committee may be removed as an officer by majority vote of the Steering Committee whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason may be filled by the Steering Committee for the unexpired portion of the term.

Section 5. Chair. The Chair shall preside at all meetings of the Executive and Steering Committees. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Steering Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Steering Committee has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Steering Committee, or by these Bylaws, or by statute, to some other officer or agent of the Association. In general, they shall perform all duties incident to the office and such other duties as may be prescribed by the Steering Committee from time to time. The Chair must be from a higher educational institution. The Chair shall remain fully accountable to the Steering Committee and the membership of HEIBO. The Chair serves as the chief spokesperson for the Association and represents HEIBO in policy matters before public policy makers.

Section 6. Co-Chair. In the absence of or in the case of incapacity of the Chair, or in the event of a vacancy in the office of the Chair, the Co-Chair shall perform the duties of the Chair and, when so acting, shall have all the power of and be subject to all the restrictions upon the Chair. The Co-Chair shall be deemed to be the chair-elect and shall become Chair the following year. The Co-Chair will oversee and report on the work of the Standing Committees as listed in Article VI. The Co-Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Steering Committee. The Co-Chair must be from a higher education institution.

Section 7. Treasurer (future). The Treasurer of the Association shall be the chief financial officer of the Association and shall report to the Chair and the Steering Committee. The Treasurer shall be responsible for the supervision of all funds received by the Association or any of its committees, and such funds shall be disbursed only by his or her direction and authority. In general, he or she shall perform all duties incident to the office of Treasurer.

Section 8. Secretary. The Secretary shall be responsible for the minutes of the meetings of the Executive Committee and the Steering Committee; see that all notices are duly given in accordance with the provisions of these Bylaws; and, in general, be responsible for all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned to him or her by the Chair or by the Steering Committee. The duties as outlined above may be performed by appropriate staff, as designated by the President, with the consent of the Secretary.

Article VI

COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: (1) Membership, (2) Conference, (3) Professional Development, and (4) Best Practices. In addition, the Steering Committee may, from time to time, add standing committees by a majority vote of the Committee. The standing committees may create ad hoc committees as the need arises.

- a. Membership. The Membership Committee will be responsible for the following HEIBO services and functions: establishing membership categories and dues, general communications, listserv maintenance, website, and marketing on behalf of the Association and other duties as assigned by the Chair or Steering Committee.
- b. Conference. The Conference Committee will be responsible for the development and production of the annual HEIBO conference. The Conference Committee will consist of a Conference Planner, Conference Planner Elect, Past Conference Planner, Secretary, Treasurer, Local Arranger, Local Arranger Assistant/Trainee and Representatives, along with subcommittees on Communications and Scheduling.
 - 1) Conference Planner. The Conference Planner will be a three-year term; the first year as Conference Planner Elect (a training role), the second year as Conference Planner, and the third year as Past Conference Planner in an advisory role.
 - 2) Local Arranger. The Local Arranger reports to the Conference Planner. The Local Arranger is from the approved site for the conference. The Local Arranger starts the previous year as the Local Arrangements assistant (training position). The Local Arranger serves in an advisory capacity the next year.
 - 3) Treasurer. The Treasurer shall report to Conference Planner. The Treasurer shall be responsible for the supervision of all funds received by the Association or any of its committees, and such funds shall be disbursed only by his or her direction and authority. In general, he or she shall perform all duties incident to the office of Treasurer.
 - 4) Secretary. The Secretary shall report to the Conference Planner and be responsible for the minutes of the meetings of the Conference Committee; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general, be

responsible for all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned to him or her by the Conference Planner.

- 5) Communications Committee Chair. The Communications Committee Chair shall report to the Conference Planner and oversee marketing and sponsorships for the conference and perform other duties as assigned by the Conference Committee and the Conference Planner.
 - 6) Scheduling Committee Chair. The Scheduling Committee Chair shall report to the Conference planner and oversee Requests for Presentations, the Selection of Presentations, and the Conference Schedule, and other duties as assigned by the Conference Committee and the Conference Planner.
- c. Professional Development. The Professional Development Committee will be responsible for the following HEIBO services and functions: a career database, talent development, training and mentoring, job shadowing and staff exchange programs and other duties as assigned by the Chair or Steering Committee.
 - d. Best Practices. The Best Practices Committee will be responsible for the following HEIBO services and functions: research, benchmarking, an annual conference presentation, a repository of best practices contained within the Association website and other duties as assigned by the Chair or Steering Committee.

Section 2. Appointment. Except as provided elsewhere in these Bylaws, the chairs of standing and special committees are appointed by members of their committee. The Steering Committee Chair and Co-Chair shall be ex-officio members of all standing and special committees. Standing Committee chairs will report to the Co-Chair of the Steering Committee. Committee chairs and members may be volunteers from the general membership.

Section 3. Other Committees. Other committees not having and exercising the authority of the Steering Committee in the management of the Association may be designated from time to time by the Steering Committee. Members of such committees shall be appointed by the Chair and may include persons belonging to the Association who are not members of the Steering Committee. Unless otherwise provided by the Steering Committee, a majority of committee members present shall constitute a quorum and the acts of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be terminated sooner, or unless such member resigns or is removed from the committee, or upon expiration of the Chair's term if the committee is a Standing Committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments or on a volunteer basis from among members of The Association.

Article VII

MISCELLANEOUS

Section 1. Records. The Association shall keep correct and complete records of account, and shall also keep minutes of the proceedings of the meetings of its membership, Steering Committee, and Standing Committees.

Section 2. Budget. The financial operation of this Association shall be on the basis of a balanced annual conference budget and no financial obligation shall be incurred by any officer or committee except as authorized by the Conference or Steering Committees. The Conference Committee will set the annual conference budget. Any surplus from a conference will be held at the University of Minnesota to be used for possible future conference deficits.

Section 3. Fiscal Year. The fiscal year shall begin on the first day of July each year and close on the thirtieth day of June next succeeding.

Section 4. Voting. At meetings of the membership of the Association, each higher education institution shall be entitled to one vote. The primary representative of each institution, as designated in writing to the Association, shall be the institutional representative and shall cast the ballot at any membership meeting, or, in the event of an electronic ballot, when such an electronic ballot is conducted. At any membership meeting, any institutional member not represented by its primary representative or his or her alternate may vote by proxy executed in writing by that individual. No proxy shall be valid after eleven months from the date of its execution.

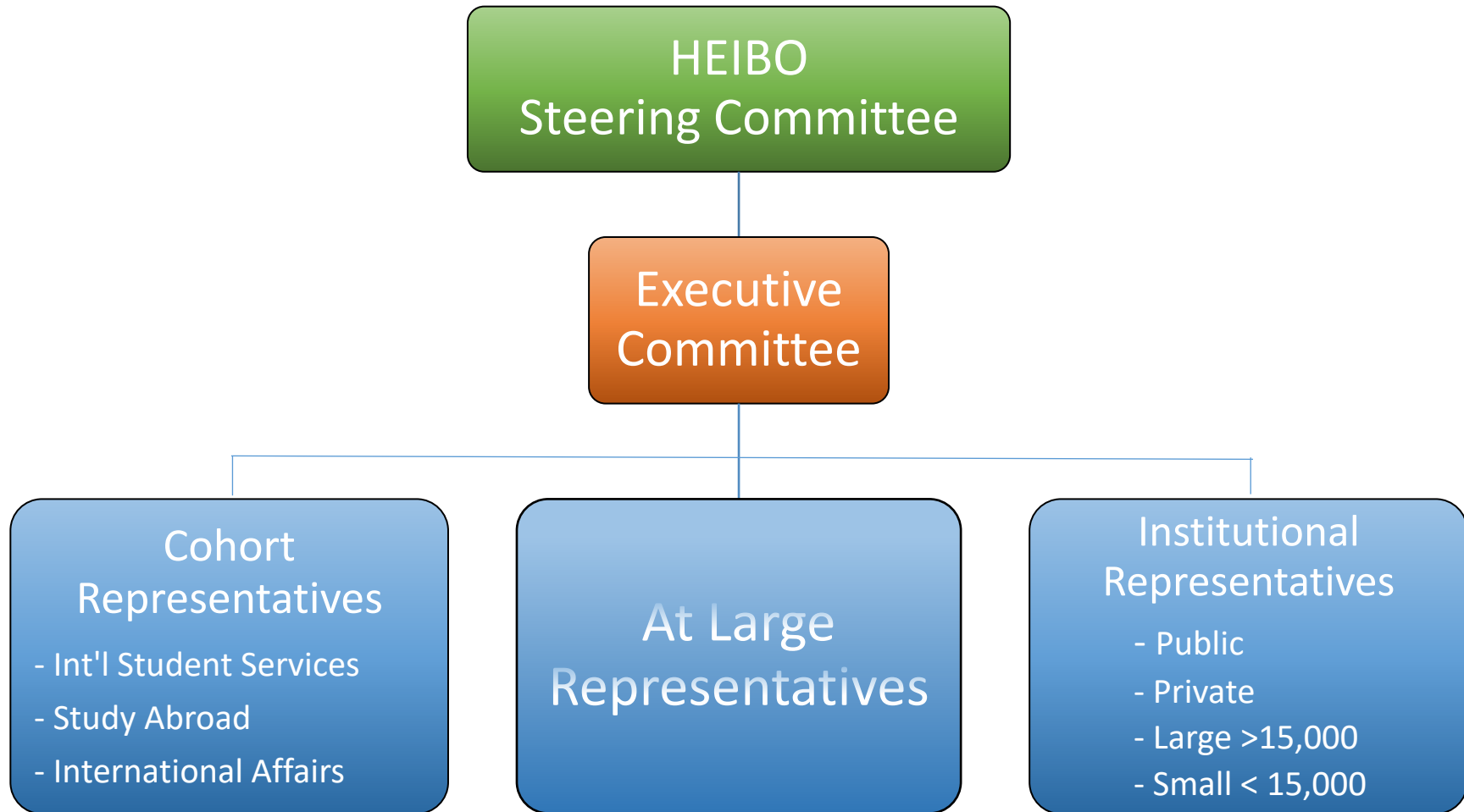
Section 5. Amendment to Bylaws. The Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the member institutions present and voting at the annual meeting as defined in Section 4 above. The Steering

Committee shall provide to the member institutions a copy of the proposed changes at least thirty days prior to the HEIBO annual meeting.

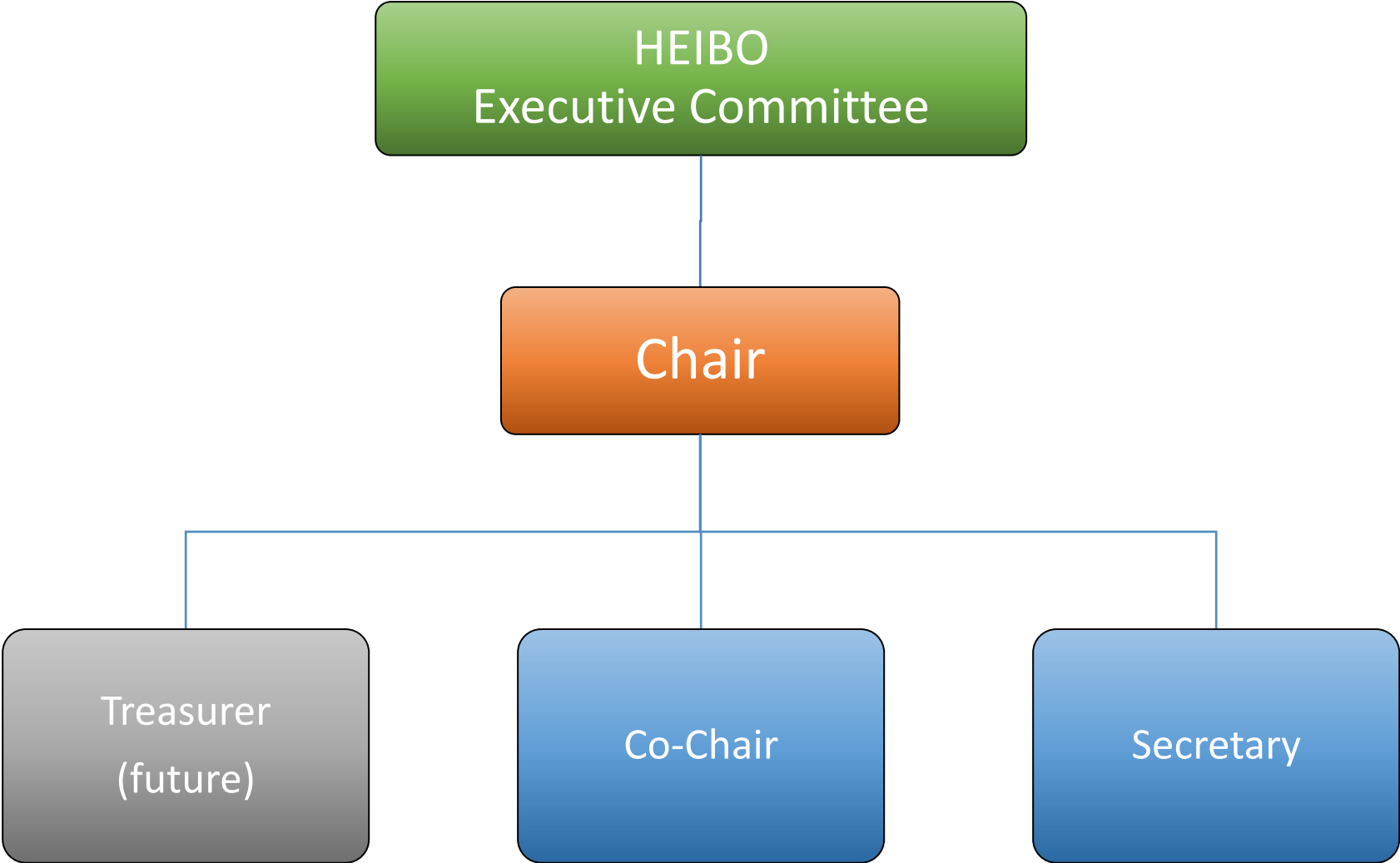
Section 6. Gifts. The Steering Committee may accept on behalf of the Association any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the Association. The Committee will adhere to the guidelines and policies set by the University of Minnesota when accepting such gifts.

Section 7. Effective Date. To the extent that these Bylaws change, alter, or add to existing Bylaws, they shall be effective from and after the date of their adoption except that the Steering Committee as presently constituted shall continue to exercise its authority as constituted until such time as new members are appointed in accordance with the requirements of these Bylaws and in the regular course of affairs.

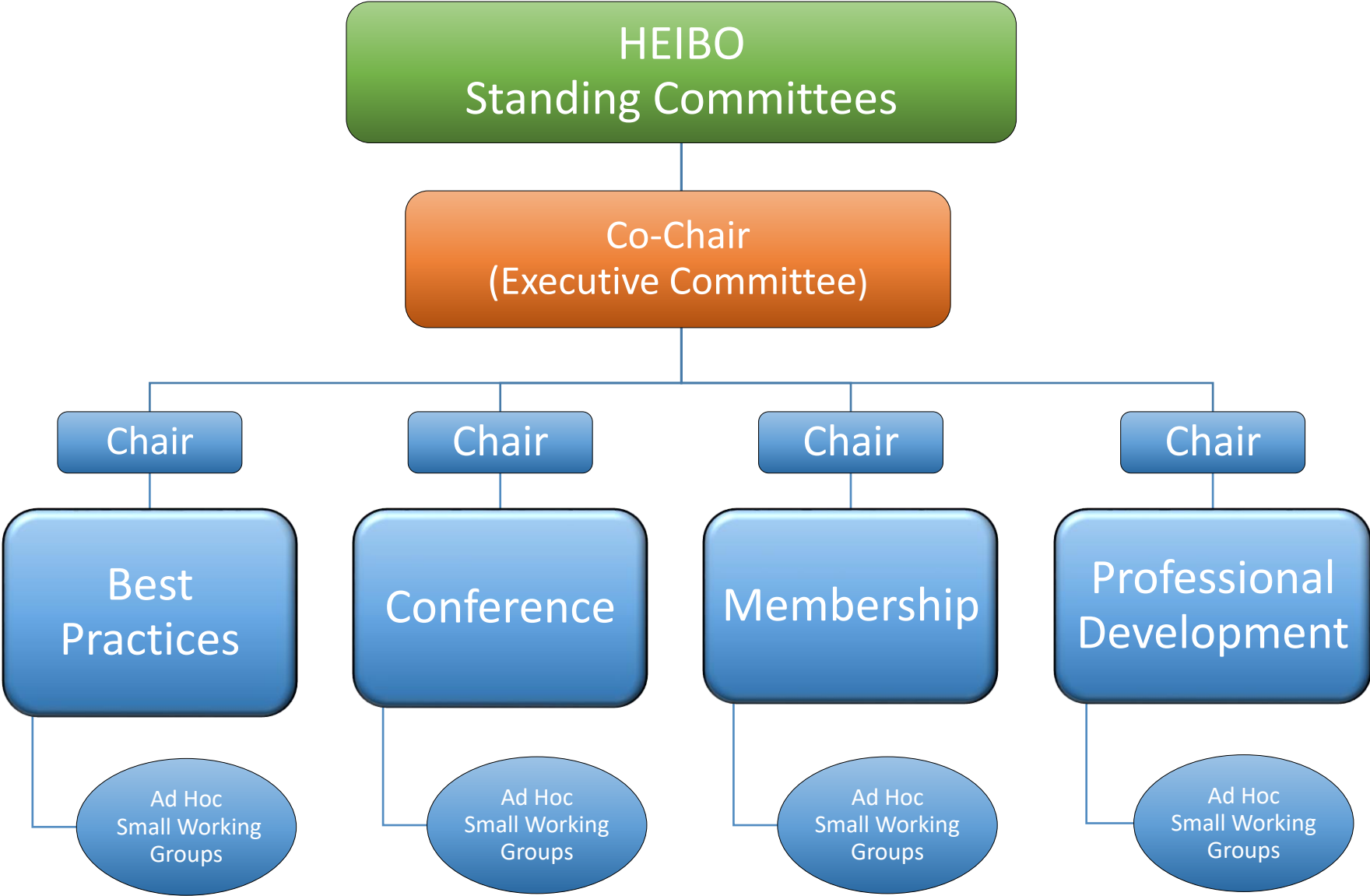
HEIBO Organization Chart

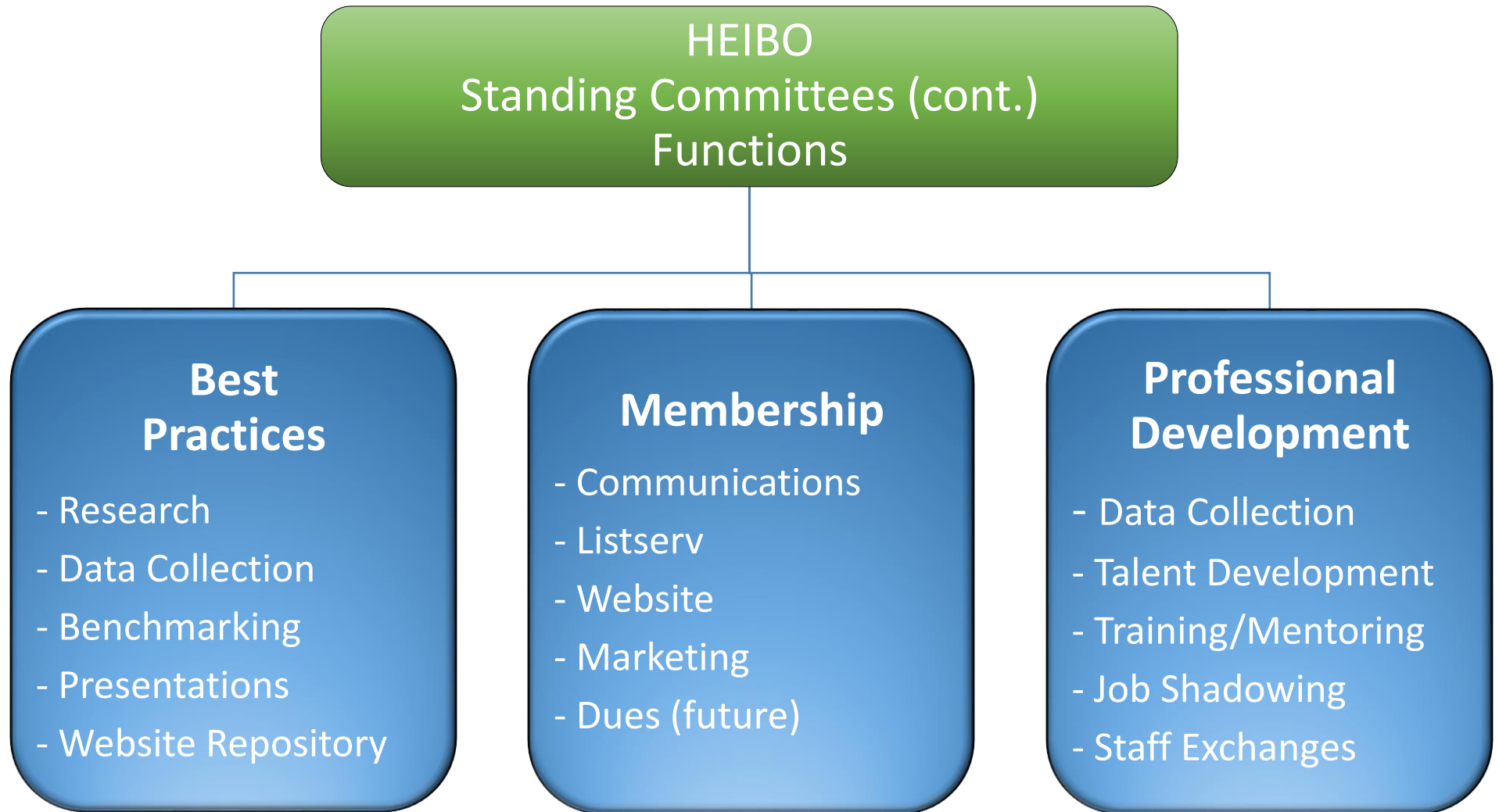


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