



# BYLAWS

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## **Division 1 - HEUG Offices, Membership and Meetings**

### **Offices**

The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

### **Membership of the HEUG**

Any institution of higher education that is utilizing enterprise information software, systems or services (for the management of its students, employees, and/or resources) shall be eligible for membership in the HEUG. There shall be two classes of membership in HEUG: Paid Institutional Members and Subscriber Members. Paid Institutional Members shall have full rights and privileges within the HEUG, including eligibility of their representatives to serve on the HEUG Board of Directors and on Advisory Groups. Subscriber Members shall have limited rights and privileges. Details of the rights and privileges accorded to each class of membership, and of the Institutional Membership Dues structure, shall be set out in the Standing Orders (see Division 4 below).

Paid Institutional Membership shall be available both to nonprofit and for-profit institutions of higher education. Nonprofit institutions of higher education must be exempt from Federal income taxation as organizations described in Internal Revenue Code [IRC §501(c)(3)] that are not private foundations by reason of IRC §509(a) or are the foreign equivalent thereof. For-profit institutions may compose no more than five percent of the Paid Institutional Members of the HEUG, and no more than one Board member at any one time may be a representative from a for-profit institution.

The Board may from time to time establish criteria for other classes of membership in addition to those set forth in the bylaws, and the Board shall establish procedures by which it will review and accept applications for membership.

### **Meetings of the HEUG Membership**

1. An annual meeting of the members shall be held each year at a time and place determined by the Board of Directors, for the purpose of announcing the Board of Directors election results and for the transaction of such other business as may come before the meeting.
2. The President, the Board of Directors, or at least five percent of the Paid Institutional Members who are nonprofit institutions of higher education may call special meetings of the members.
3. Representation from ten percent (10%) of the Paid Institutional Members who are nonprofit institutions of higher education, including a majority of the Board of Directors who represent nonprofit institutions of higher education, shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting of members, a majority of the representatives of Members present shall adjourn the meeting without further notice.
4. Members shall be represented by their Member Representatives, who are those individuals assigned to the Member on HEUG Online. A member's vote on any matter that comes before the membership shall be determined by the plurality vote of the Member's Member Representatives.
5. Roberts Rules of Order shall govern parliamentary procedure except when otherwise specified by

these bylaws. A motion to enforce strict parliamentary procedure must be adopted by majority vote of the members. The general policy shall be to avoid the complexities of parliamentary procedure until such time as the issues have been clarified to the point where a definite motion can be clearly debated as a choice between a few alternatives.

6. Members must be informed concerning the business to be transacted in order to avoid unnecessary delays. For the same reason, those representing Members who intend to submit proposals must send the proposal to the Secretary for distribution to the members, the wording of and written information concerning their proposals at least thirty days in advance of the meeting. Members who neglect to carefully study such information should disqualify themselves from commenting at the meeting.

## **Division 2—Board of Directors Powers and Functions**

### **The Board of Directors**

The affairs of HEUG shall be managed by the board of directors. Directors need not be residents of the District of Columbia.

### **Functions of the Board of Directors**

The Board of Directors' functions are -

1. to be primarily concerned with the furtherance of the purposes of the HEUG;
2. to act on all matters which would ordinarily be acted upon by the HEUG, except in those cases provided for in the bylaws;
3. to develop and plan a program for the HEUG annual meeting;
4. to define the duties and responsibilities of the officers and establish other positions as necessary for fulfillment of the goals, objectives, and responsibilities of the HEUG;
5. to provide a structure that fosters and engenders HEUG initiatives for improving software products and/or solves problems associated with implementation of these products;
6. to manage the resources of the organization, establish a budget, and review expenditures of the organization;
7. to contract for the services of an executive director and review his/her performance annually;
8. to elect the President of the organization.

## **Division 3—Board of Directors Composition**

### **Composition and Election of the Board of Directors**

1. The Board of Directors must be made up of at least 14 but no more than 16 members as defined below. The composition of the Board of Directors shall be as follows: no less than 8 elected Member Representatives, the president, president-elect, the past president, one appointed conference team member (VP of Alliance), treasurer and additional appointed members as approved. The allocation of the 8 elected positions among appropriate representative groups shall be defined in the HEUG Standing Orders.
2. Each year, a slate of candidates for the open elected positions shall be presented by the Nominations & Elections Committee to the Board of Directors for approval. An approved slate of candidates shall be presented to the HEUG membership for election under the rules and procedures

specified in the Standing Orders.

3. Individuals may be appointed to the Board upon nomination by the President and approval of the Board of Directors.
4. All members of the Board of Directors (whether elected or appointed) must be representatives of paid Institutional Members of the HEUG in good standing.
5. No more than one individual from any institution or system may serve as a director at any one time, with the exception that an appointed conference team member (VP of Alliance) may be from the same institution or system as a Board member who is not an appointed conference team member.
6. No more than one director may represent a for profit member.
7. Election
  - a. Voting for Officers and Directors shall occur by electronic device in a manner consistent with District of Columbia code §29-301.16.
  - b. Voting shall begin 60 days prior to the HEUG annual business meeting and remain open for 30 days.
  - c. The Nominations & Elections Committee shall announce the results of election at the HEUG annual meeting.
  - d. Write in votes will be permitted.
  - e. Additional voting provisions – Not withstanding any provisions to the contrary throughout these bylaws, the following provisions shall apply throughout these bylaws:
    - i. **Means of Voting.** Voting on all matters by the voting membership may be conducted by ballot sent by mail (i.e., mail sent via United States Postal Service), electronic mail, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence, or such additional means as may be authorized from time to time by the District of Columbia Nonprofit Corporation Act as amended from time to time, and nothing in these Bylaws shall be deemed to bar use of such new means of voting nor shall any further amendment of these Bylaws be required. Notwithstanding the foregoing, any member who desires to use any means of voting other than electronic mail or Internet voting shall have the burden each year of requesting the ballot materials from the Secretary not less than thirty (30) nor more than sixty (60) days in advance of the annual meeting of the membership.
    - ii. **Deemed Present in Person.** Voting members who vote by mail (i.e., mail sent via United States Postal Service), electronic mail, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence, or such additional means as may be authorized from time to time by the District of Columbia Nonprofit Corporation Act as amended from time to time, shall be deemed present in person at any meeting of the membership to which the particular vote pertains.
    - iii. **Presumption.** The means by which any voting member casts a vote shall be presumed to be a method of voting chosen by and authorized by the voting member.

## Term of Office and Term Limits

1. An elected director shall hold office for three years with the option to run for an additional three-year term for a maximum of two terms.
2. With the exception of the Vice President for Finance and Treasurer, a director who is appointed by the President shall hold office for a one-year term.
3. The Vice President for Finance and Treasurer shall be a three-year term appointment, for a maximum of two terms.
  - a. An individual who serves an appointed term as the Vice President for Finance and Treasurer shall be allowed to serve for a lifetime total of nine years, one elected term to the Board and two appointed terms as treasurer or two elected terms to the Board and one appointed term as treasurer.
  - b. This individual may also run for President during the elected Board term(s). If elected as President, may serve at most one year as President-elect, two years as President and two years as Current Past President, for a lifetime total of 14 years.
  - c. An individual may not serve as an elected Board member and treasurer at the same time.
4. A director elected President who is not in the third year of an elected term shall vacate that elected position to serve on the Board as President. A replacement for the remaining year(s) of the elected board position thus vacated shall be made according to the rules for Vacation of Office.
5. The President shall hold that office for a term of 2 years. A director may serve a maximum of one, two-year term as President. Upon completion of the Presidential term, the President shall assume the office of Current Past President. The Current Past President shall hold office until a new Current Past President fills the position. In the event that a Current Past-President must continue in that role beyond two years (for example due to the resignation of a President), the HEUG Board could choose to appoint someone to that position. If they were beyond their lifetime term limits they would serve as 'ex-officio' and be unable to vote.
6. A director may serve at most two terms (6 years) as an elected director, and at most two terms (2 years) as an appointed director, whether consecutive or not, for a lifetime total of 8 years. A director elected as President may serve at most one year as President-elect, two additional years as President and two additional years as Current Past President, for a lifetime total of 13 years.
7. In cases in which appointment to the Board as a conference team member would violate the limit of two appointed terms, the Director may continue to serve on the Board as a non-voting appointed member.
8. The term of office for all newly elected and appointed board members and for all officers begins at the July Board Meeting.
  - a. The VP of Alliance will be appointed to the board at the March Board meeting following the annual conference.

## Vacation of Office

1. The office of a Board of Directors representative becomes vacant if the representative:
  - a. dies, or
  - b. ceases to be a representative of an eligible member institution, or
  - c. resigns from office by signed notice given to the President, or
  - d. is removed from office by a two-thirds vote of the Board of Directors when, in the Board of Directors' judgment, the best interest of the HEUG shall be served thereby.

2. A resignation takes effect on the day the notice of resignation is given to the President or, if a later day of effect is stated in the notice, at the discretion of the Board of Directors.
3. Any removal from office will be without prejudice to the ability of the representative to attend meetings as a representative of a Member unless the Board of Directors so indicates.
4. A vacancy in any office may be filled by a majority vote of the Board of Directors for the balance of the term of office.

## **Division 4 —HEUG Standing Orders**

1. From time to time the HEUG board needs to document decisions, procedures, and other information relating to the operation of the HEUG. These details frequently will not warrant a place in the bylaws. Such information might include membership fees, definitions of terms, and special board assignments. This information will be recorded as HEUG Standing Orders.
2. Any board member or the chair of any board committee may recommend the adoption of, or the modification or revocation of HEUG Standing Orders.
3. The adoption of, or the modification or revocation of HEUG Standing Orders may be approved by a simple majority vote of the HEUG board members at any regular board meeting or via email. The secretary of the board will conduct such votes, document the results, and maintain the list of standing orders.
4. If there shall be a dispute between a HEUG Standing Order and these bylaws, these bylaws shall prevail.

## **Division 5 —Officers**

### **Election, Appointments and Removal of Officers**

1. The office of President shall be filled by election of the Board of Directors. The President-elect will be elected by following this process - After the first year of a President's term, nominees for President-elect shall come from the elected Board members. The board will select the President-elect by voting in a secret ballot. The elected position shall serve as the President-elect during the final year of the current President's term. After serving as President-elect for one year the President-elect shall become President for a 2-year term. The Past President and any Board member who has already served as President shall not be eligible for nomination as President-elect.
  - a. Eligible candidates for the position of President-elect shall present a position statement and participate in Town Hall conference calls with the current Board of Directors during the month of May of the 2<sup>nd</sup> year of a President's term.
  - b. The election of the President-elect shall be conducted by secret ballot.
  - c. The candidate with the most votes shall become President-elect.
  - d. In the event of a tie, a second vote of the full board shall take place. The candidate with the most votes shall become President-elect
  - e. In the continued event of a tie, a majority vote of the officers of the board (excluding any candidates who are officers) will determine the outcome.
  - f. In the continued event of a tie, a coin toss will take place to decide the final outcome.
2. The President shall present a slate of officers made up of board members to be voted on by



- the Board of Directors at the January Board meeting each year.
3. Board members who have served a minimum of one year shall be eligible to serve as an officer.
  4. The Board may remove any officer by a two-thirds vote when, in the Board of Directors' judgment, the best interests of the HEUG shall be served thereby. The removal from office shall be without prejudice to the ability of the representative to attend meetings as an institutional Member unless the Board of Directors so indicates.
  5. Officers of the Board of Directors, excluding the Vice President for Finance and Treasurer, shall hold office for a term of one (1) year and may be reelected subject to term limits and continued membership on the Board as an elected member.
  6. During the 1<sup>st</sup> year of a President's term, the President shall authorize the officer of his/her choice, with approval of the Board, to hold the title Executive Vice President in addition to his/her specific officer role. During the 2<sup>nd</sup> year of a President's term, the President-elect shall serve as the Executive Vice President. If there is a vacancy in the office of the President or the President is unable to perform the functions of the office for any reason, the Executive Vice President shall act as the President.
  7. In the event of a vacancy in the Presidency, the Executive Vice President shall automatically become the Acting President for the balance of the President's term of office; and the normal 1-year term of office of the Executive Vice President will not be affected by this arrangement. Following the Executive Vice President term of office, during which he or she may have served as Acting President, he or she may be elected President by the Board of Directors.

## Responsibilities of Board Officers

### **President**

The President shall:

1. Preside at all meetings of the HEUG;
2. Appoint all committees not otherwise provided for;
3. Provide for the discharge, *pro tempore*, of absent or suspended Member Representatives or officers of the Board of Directors;
4. Prepare the annual budget for presidential operations including global community development and present to the board of directors for approval;
5. Ensure that the regulations of the Board of Directors are enforced;
6. Carry out assignments and instructions given by vote of the HEUG Board of Directors; and
7. Perform such other duties as customarily pertain to the office of President or are assigned by the Board of Directors.

### **President-elect/Vice President**

The President-elect shall:

1. Serve as the Executive Vice President as well as a Vice President or Secretary for one of the other leadership areas (i.e., Products, Engagement, Technology, etc.); and
2. Serve as the Acting President in case of a vacancy or inability of the sitting President to perform the

- functions of the office; and
- 3. Coordinate, implement and maintain the strategic planning process; and
- 4. Assist the President with written communications as requested; and
- 5. Perform such duties that are assigned by the President or the Board of Directors.

### **Current Past President**

The Current Past President shall:

- 1. Provide advice and guidance to the President and Board; and
- 2. Chair the Nominations & Elections committee; and
- 3. Will serves as ex-officio to the HEUG Global Council and manage operating budget; and
- 4. Perform such other duties that are assigned by the President or the Board of Directors.

### **Executive Vice President**

The Executive Vice President shall:

- 1. Be appointed by the President during the first year of his/her term; and
- 2. Be included in the President-elect's duties in the second year of a President's term; and
- 3. Must serve as a Vice President or Secretary for one of the other leadership areas (i.e., Products, Engagement, Technology, etc.) and
- 4. Perform such other duties that are assigned by the President or the Board of Directors.

### **Vice President for Products**

The Vice President for Products shall:

- 1. Be an aide to the President;
- 2. Prepares and manages the annual budget for Advisory Group activities; and
- 3. Serves as Chair of the Higher Education Product Council;
- 4. Chair the annual Advisory Group summit;
- 5. Work with appropriate Industry product representatives on issues that will benefit HEUG members.

### **Vice President of Engagement**

The Vice President of Engagement shall:

- 1. Be an aide to the President;
- 2. Prepares and manages the annual budget for communications activities;
- 3. Chair the communication committee;
- 4. Reach out to new higher education members;
- 5. Work with other Industry User Groups;
- 6. Work with sub-groups within higher education, other advisory boards or higher education special interest groups; and
- 7. Mentor members of the Board of Directors working in Engagement Services.

### **Vice President for Technology**

The Vice President for Technology shall:

- 1. Be an aide to the President;
- 2. Work with Strategists and General Managers on technology related issues that will benefit HEUG's

- members;
- 3. Prepares and manages the annual budget for technology activities; and
- 4. Mentors members of the Board of Directors working with the Technical Advisory Group.

### **Vice President for Finance and Treasurer**

The Vice President for Finance and Treasurer shall:

1. Act as chief financial officer and Treasurer of the HEUG;
2. Manage/supervise the Assistant Treasurer;
3. Maintain the accounts of the HEUG;
4. Act as custodian of the assets of the HEUG;
5. Publish a statement of funds for all business meetings;
6. Prepare an annual budget to be submitted to the Board of Directors for approval;
7. Prepare annual financial statements which must be approved by an external auditor and submitted to the Board of Directors; and
8. Prepare and provide all necessary documentation for filing of all required government or regulatory report forms.

### **Secretary**

The Secretary shall:

1. Keep a written record of the proceedings of all meetings and be responsible for the distribution of such written proceedings (the outgoing Secretary shall be responsible for the proceedings of the meeting at which the new Secretary is installed);
2. Issue notices of meeting and agenda as directed by the President and the Board of Directors; and
3. Have responsibility for all official correspondence of the HEUG.

### **Vice President of Alliance**

The Vice President of Alliance shall:

1. Oversees all aspects of the Annual Alliance Conference;
2. Works with and manages the conference planning team as well as the contracted support staff who are assigned to work on the production of the conference; and
3. Prepares and manages the annual budget for the Alliance Conference.

## **Division 6—Meetings of the Board of Directors**

Meetings of the Board of Directors may be held at such places within or outside the District of Columbia as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

### **Action by Consent**

Any action required or permitted to be taken at any meeting of the board or any committee may be taken without a meeting if a written or electronic media consent to such action is signed by a majority of members of the board or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings.

### **Meetings by Telephone or Similar Communications**

The members of the board or any committee may participate in a meeting by means of a conference

telephone call or similar communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

### Form Delivery

Written or printed notice, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two days before the meeting. Any notices to directors shall be delivered personally or by mail to the directors at their addresses appearing on the books of the corporation. Notice to directors may also be given by telephone or other electronic means not less than two days before a meeting.

### Waiver

1. Whenever any notice is required to be given under provisions of law, the articles of incorporation or these bylaws, a written waiver thereof, signed by the person or persons entitled to said notice, and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be equivalent to such notice
2. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except pursuant to Article II, Section 7, where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Quorum

A quorum exists at a Board of Directors meeting if at least half of its voting representatives are present.

### Adjournment

If a quorum does not exist, then the Board of Directors members present at a meeting may adjourn the meeting without further notice.

### Frequency of meetings

There shall be an annual meeting of the board at such time and place as the board may determine. Regular meetings of the board may be held at such time and place as the board may determine. Special meetings of the board may be called by the president or upon the written request of three or more directors.

### Compensation

Board of Directors representatives and officers shall not receive any salary or other compensation for their services, but by resolution of the Board of Directors, they may be reimbursed for expenses in connection with their services rendered on behalf of the HEUG.

## **Division 7—Finances**

### General

1. In general reimbursement of reasonable and customary expenses will be allowed as defined in the standing orders.
2. In no case will the HEUG hire employees.
3. As appropriate, the Board of Directors or authorized sub-committees may assess fees.
4. The Board of Directors reserves the right to charge annual membership dues.
5. A cash reserve will be maintained as defined in the standing orders.

## Statement of Dissolution

Should the HEUG be dissolved, any funds on hand after the retirement of all outstanding liabilities shall be equally distributed among the members, provided, however, that such members shall qualify as organizations described in Internal Revenue Code §501(c)(3). The Vice President for Finance and Treasurer in office at the time of the dissolution shall be responsible for the prompt payment of all outstanding obligations, the distribution of the remaining funds among the members, preparation of final HEUG financial statements and the preparation and submission of a final Internal Revenue Service form.

## Division 8 - Conflict of Interest Policy

### Policy

As a Non-Profit 501(c)(3) Corporation, Higher Education User Group (HEUG) Board Members and others acting on behalf or at the direction of the board must adhere to a specific set of standards mandated by the Internal Revenue Agency and documented herein. These rules protect the HEUG and the Directors who are in a position to make recommendations on large contracts including (but not limited) to administrative support service contracts, conference venue selection, and conference service and support contracts. This policy is not intended to supersede or replace any Conflict of Interest or Outside Activities Disclosure policy HEUG Board members may be subject to at their home institutions. Rather, this policy governs their relationships with outside entities in their capacity as board members.

### Purpose

The purpose of this conflict of interest policy is to protect the HEUG's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Definitions

**Interested Person** - Any director, officer, or member of a committee with powers delegated by the board, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest** - A person has a financial interest if the person has, or has a family member who has directly or indirectly, through business or investment:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation may be negotiating a transaction or arrangement.

**Compensation includes but is not limited to direct and indirect remuneration as well as gifts or favors greater than \$100 or that are not insubstantial.** A financial interest is not necessarily a conflict of interest. Under Section 3 below (Procedures for Addressing the Conflict of Interest), a person who has a financial interest may have a conflict of interest only if the board or committee decides that a conflict of interest exists.

## Procedures

**Duty to Disclose** - In connection with any actual or potential conflict of interest, an interested person must disclose, within 30 days, the existence of the financial interest **valued at \$25** or above by filing the Vendor Disclosure Report via email to board@heug.org, and be given the opportunity to disclose all material facts to the board and committees considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, including any discussion with the interested person, s/he shall leave the board or committee meeting while the remaining members determine if a conflict of interest exists. The determination of a conflict of interest is discussed and voted upon by the remaining board or committee members.

**Procedures for Addressing the Conflict of Interest** - Any interested person may make a presentation at the board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the potential conflict of interest.

1. The board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the board or committee shall determine whether the corporation can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or members whether the transaction or arrangement is in the corporation's best interest and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## Violations of the Conflict of Interest Policy

1. If the board or committee has reasonable cause to believe an individual has failed to disclose actual or potential conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the individual has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

## Records of Proceedings

The minutes of the board and committees shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussion relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Compensation

1. A member of the board or committee who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that individual's compensation.
2. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Annual Statements

1. Each director, officer and member of a committee shall annually sign a statement which affirms that such person:
2. Has received a copy of the conflict of interest policy.
3. Has read and understands the policy.
4. Has agreed to comply with the policy.
5. Understands that the corporation is charitable and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## Periodic Reviews

To ensure that the corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms' length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in prohibited private inurement, impermissible private benefit, or in an excess benefit transaction.

## Use of Outside Experts

When conducting the periodic reviews as provided for hereinabove, the corporation may use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

## Division 9- Miscellaneous

### Amendments

These bylaws may be amended by a majority vote of the Board of Directors. Proposed amendments may be submitted by any member of the Board of Directors, or by petition of the member representatives to the Board of Directors.

### Disclaimer

The HEUG shall not be responsible for information of any member that is considered to be proprietary or confidential and subsequent disclosure to others by the HEUG or any of its members shall not impose any liability on the HEUG, officer, or its members.

## Indemnification

If it is found by a majority of the directors to be in the best interest of this corporation, and to the extent permitted by law, the corporation may indemnify any director or officer or former director or officer of the corporation against defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing power to indemnify shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any agreement, vote of the board, or otherwise.

## CERTIFICATION

I, Jason Wenrick, President of the Higher Education User Group, Inc. (the "Corporation"), a District of Columbia nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's bylaws current through the date hereof.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 2<sup>nd</sup> day of September 2019

A handwritten signature in black ink, appearing to read "Jason Wenrick", is written over a horizontal line.

Jason Wenrick, HEUG President