



BYLAWS OF THE NATIONAL ASSOCIATION OF CAMPUS CARD USERS, INC.

Revised at the Annual Meeting of the Members, April 25, 2018

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ARTICLE I - NAME

The name of this not-for-profit corporation (hereinafter referred to as the "Corporation" is NATIONAL ASSOCIATION OF CAMPUS CARD USERS, INC. Its principal office shall be located as determined by the Board of Directors.

ARTICLE II - PURPOSES

The Corporation is formed for charitable and educational purposes as follows:

To provide for the collection, dissemination, and interchange of information among the Members and others;

To encourage technological developments and new uses of identification/transaction systems technology in higher education administration;

To encourage technological developments and new uses of identification/transaction systems technology in those businesses, corporations, or companies who use ID Cards for their employees;

To provide opportunities for training, career development, skill development, and other forms of professional growth.

ARTICLE III - MEMBERS

Section 1: Annual Meeting

The annual meeting of the Members of the Corporation shall be held at a time duly designated by the Board of Directors for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

Section 2: Special Meetings

Special meetings of the Members may be called at any time for any purpose or purposes by the President or by a majority of the Board of Directors, and shall be called forthwith by the President, the Secretary, or any director of the Corporation upon the request in writing of twenty-five (25%) of all the Members entitled to vote on the business to be transacted at such meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 3: Place of Holding Meetings

All meetings of Members shall be held at the principle office of the Corporation or elsewhere as designated by the Board of Directors.

Section 4: Notice of Meetings

Notice of each meeting of the Members shall be sent electronically to the primary contact of each Member of record entitled to vote at the email address as listed in the records of the Corporation, at least ten (10) days but not more than ninety (90) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

Section 5: Quorum

The votes represented at a meeting of the Members of the Corporation in person or by proxy shall constitute a quorum of the Members of the Corporation at all meetings of the Members except as otherwise provided by law, by the Articles of the Incorporation or by these Bylaws.

Section 6: Conduct of Meetings

Meetings of Members shall be presided over by the President of the Corporation or, if the President is not present, by a chair to be elected at the meeting. The Secretary of the Corporation shall act as secretary of such meetings; in the absence of the Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

Section 7: Voting

At all meetings of Members every Member shall have one (1) vote. Prior to each Annual Meeting of the Members, each Member shall designate to the Corporation's Secretary, in writing, one individual who may exercise the Member's vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such Member or the member's duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws.

Section 8: Identity of Members

The Members of the Corporation shall be composed of those educational institutions that are exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, that utilize campus identification/transaction products and services and those businesses, corporations, or companies who use ID Cards for their employees and that have been appointed as Members by a majority of the entire Board of Directors. Dues, fees, and other conditions of Membership shall be established by the Board of Directors.

Section 9: Actions Taken

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all the Members consent in writing. Said written consents shall be filed with the records of the Members' meetings.

Section 10: Directors as Members

The Board of Directors of the Corporation shall be the Members and when meeting as Directors may exercise the rights and powers of Members if the Charter or these Bylaws do not provide for Members of the Corporation or in fact the Corporation has no members.

ARTICLE IV - OFFICERS OF THE CORPORATION

Section 1: Election and Term

The Officers of the Corporation shall consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, and any other Officer which the Board of Directors may deem appropriate from time to time.

The Members shall elect the President-Elect in a manner determined by the Board of Directors. The President-Elect shall, after one term, become President. The President shall, after one term, become Immediate Past President. The Board of Directors of the Corporation shall elect the other Officers.

The Officers shall serve for one-year terms or until they are removed from office or are replaced in accordance with the provisions of these Bylaws. The Officers shall be elected from among the Directors of the Corporation.

Section 2: Accountability

The Officers of the Corporation shall be accountable to the Board of Directors for whatever services the Board requires of them.

Section 3: Removal

An Officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors at any special meeting of the Board of Directors called for that purpose or any regular meeting of the Board of Directors.

Section 4: Vacancies

In the event of death, resignation, removal or other inability to serve of any Officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until a successor shall be elected.

Section 5: Duties

The Officers of the Corporation shall perform the following duties and such other duties as may be prescribed to them from time to time by the Board:

- The President shall perform the duties usually attached to that office, shall be the chief executive officer of the Corporation, and shall serve as Chair of the Board. The President shall exercise a general superintendence over the affairs of the Corporation and bring such matters to the attention of the Board as the President may think appropriate. The President shall have the power, on behalf of the Directors, to perform all acts and execute all documents to make effective the actions of the Board. The President shall be ex officio a member of all committees of the Board. The President shall make recommendations to the Board from time to time touching any phase of the Corporation's policy or administration. The President shall make nominations for appointments to positions which are subject to approval by the Board of Directors.
- The President-Elect shall prepare for his/her term as President in accordance with the Corporation's policies and shall serve as Vice Chair of the Board. The President-Elect shall accept duties as may be assigned by the President.
- The Immediate Past President shall become President in the case of a vacancy in that office and shall accept duties as may be assigned by the President.

- The Secretary shall be responsible for the Corporation's books, records, and waivers of notice; keep records of all votes of the Board; keep a record of minutes of meetings of the Board and give due notice of all such meetings as stated in these Bylaws; give written communication of actions of the Corporation and the Board to all proper persons; affix the seal of the Corporation and the Secretary's official signature to such documents as may require it; and insure that these Bylaws are adhered to by the Board.
- The Treasurer shall have the custody of the corporate funds and securities and disburse the funds of the Corporations as may be ordered by the Board from time to time. The Treasurer shall oversee the maintenance of records of the financial affairs of the Corporation, and shall render appropriate accounting of such affairs from time to time. The Treasurer shall have authority to execute and deliver powers of attorney or proxies to vote on or with respect to shares of stock, bonds, or other investments in the name of the Corporation. The Treasurer shall serve as secretary of the Executive Committee.

The Officers of the Corporation may from time to time delegate their duties to others.

Section 6: Powers

Other than as set forth herein, the Officers shall only have authority as expressly delegated to them by the Board.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Number and Election

The Corporation's Board of Directors shall consist of not fewer than five (5) and not more than nine (9) members, which number may be increased or decreased pursuant to these Bylaws. Directors shall be elected by the Members prior to the Annual Meeting in accordance with rules and regulations established by the Board.

Section 2: Term

The term of office for Directors shall be three (3) years. A Director may serve two consecutive three-year terms and, after one year's absence, may be eligible for re-election. The terms of the initial Directors shall be staggered as determined by the Board.

A Director may be removed from office with or without cause by the Board of Director's or by the Members. Not less than ten (10) days' written notice shall be given to the Directors or the Members of the Corporation, respectively, prior to any meeting at which the removal of a Director is to be considered, which notice shall specify the identity of the Director or Directors as to whom removal is to be considered.

The office of any Director shall become vacant on his or her death, resignation, refusal to act, removal from office, or expiration of his or her term. Vacancies shall be filled at any time by the remaining Directors.

Notwithstanding the above, once elected, the President-Elect shall serve a full term in that Office and as President and as Immediate Past President, in accordance with the provisions of these Bylaws, and then conclude his or her term as a Director, and will not be subjected to a general board election to complete this three-year progression.

A Director who desires to run for the position of President-Elect must do so by their first year of their second term. A Director may serve up to one additional year after two complete consecutive terms, but only if they have been elected to the position of President-Elect in the

first year of their second term. This additional year would allow for completion of both their year as President and Immediate Past President. After completion of their year as Immediate Past President, their tenure on the Board is complete.

Section 3: Duties

Among the duties the Board shall perform to fulfill its corporate responsibility are the following:

- Ensure that members of the Board share a common understanding of the Board's corporate responsibility and duties.
- Establish and maintain good procedures for carrying out its corporate duties and for evaluating its performance in doing so.
- Establish corporate goals, programs, services, and policies.
- Ensure that corporate goals, programs and services are implemented in a manner that will advance the fundamental purposes of the Corporation.
- Appoint or dismiss the Corporation's Officers, clearly define their duties and responsibilities, and evaluate their performance annually.
- Ensure that the people whom the Corporation serves and to whom it is accountable are well informed regarding the Corporation's purposes, goals, programs, services, policies, and performance.

Section 4: Powers

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board, except for those powers reserved to the Members under these Bylaws or applicable law. The Board shall have the power to do and perform all acts and functions consistent with the provisions of the Articles of Incorporation, these Bylaws, and the laws of the State of Arizona.

Section 5: Officers of the Board

The Officers of the Board shall consist of the President, who shall serve as Chair, and the President-Elect who shall serve as Vice Chair. The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall call special meetings of the Board or the Executive Committee as set forth in section 6 below. The Chair shall be ex officio a member of all committees of the Board, and shall appoint all committees of the Board. In the absence or disability of the Chair, these duties shall be performed by the Vice Chair.

Section 6: Meetings

The following matters shall govern meetings of the Board, unless waived by the Board:

- The annual meeting of the Board shall be held each year at a time and place determined by the Board. Other meetings shall be called by the Chair, who shall designate the time and place of the meeting. Special meetings may be called by the Chair, the Vice Chair or one-third (1/3) of the Board.
- Written notice of all meetings of the Board shall be sent by the Secretary or staff designee to each member of the Board at least ten (10) days before the meeting. The business to be transacted at meetings other than the annual meeting shall be set forth in the notice of such meetings. The agenda and data of material to be discussed shall be sent in advance of the meeting wherever possible. Any meeting of the Board of Directors may be deemed to have been validly and legally called if a majority of the Directors sign a written waiver of notice either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express and exclusive purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records.

- An absolute majority of the Board shall constitute a quorum at any meeting. If less than a quorum of Directors appears for an annual meeting of the Board, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Directors may participate in a meeting by conference telephone or similar communication equipment. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote if all the Directors consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Executive Committee

The Executive Committee shall be a standing committee consisting of the President, President-Elect, Immediate Past President, and Treasurer. The Executive Committee shall have the power to transact all regular business of the Board during the periods between meetings of the Boards. All actions of the Executive Committee shall be reported at the next meeting of the Board. The Chair, or in the Chair's absence, the Vice Chair shall preside at all meetings of the Executive Committee.

Section 2: Special Committees

Special Committees may be appointed as needed by the Chair of the Board for such special tasks as circumstances may warrant.

ARTICLE VII - FINANCIAL PROVISIONS

Section 1: Contracts, Agreements, and Legal Instruments

Subject to any limitations contained in the Bylaws, the President of the Corporation or any other Officer authorized by the Board may, in the name of and on behalf of the Corporation, execute and deliver any contract or other instrument authorized in writing by the Board.

Section 2: Loans

No loan or advance shall be contracted by or on behalf of the Corporation, no negotiable paper or guarantee or other evidence of its obligations under any loan or advance shall be issued in its name and no property of the Corporation shall be mortgaged, pledged, hypothecated, transferred or conveyed as security for the payment of any loan, advance, indebtedness or liability of the Corporation, unless and except as authorized in writing by the Board. Any such authorization may be general or confined to specific instances but shall be in compliance with these Bylaws.

Section 3: Deposits

All funds and other valuable assets of the Corporation not otherwise employed shall be deposited from time to time to its credit in banks or trust companies or with such bankers or other depositories as the Board may select or as may be selected by any Officer or agent authorized to do so by the Board.

Section 4: Checks, Drafts, Etc.

All notes, drafts, acceptances, checks, endorsements and, subject to the provisions of these Bylaws, evidence of indebtedness of the Corporation shall be signed by such Officer or Officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be in such manner as the Board from time to time may determine.

ARTICLE VIII - INDEMNIFICATION

Section 1: Directors and Officers

The Corporation shall indemnify, to the full extent permitted by law, any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation, whether for-profit or not-for-profit, against judgments, penalties, fines, settlements and expenses actually and necessarily incurred by him or her in connection with the successful defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer.

Section 2: Employees or Agents

The Corporation may indemnify an employee or agent who is not a Director or Officer of the corporation to the same extent that it may indemnify Directors or Officers of the Corporation under this Article, provided that such action shall be authorized by general or specific action of the Board of Directors, or by contract approved by the Board of Directors.

ARTICLE IX – DISSOLUTION

The Corporation may be liquidated and dissolved upon a majority vote of all the Directors then serving on the Board, subject to approval of at least two-thirds (2/3) of all the Members, in accordance with Arizona law. The vote of the Board of Directors shall be taken only after at least thirty (30) days reasonable notice to all Directors that the liquidation and/or dissolution of the Corporation will be put before the Board.

All of the property and assets of the Corporation of every kind whatsoever are irrevocably dedicated to charitable and educational purposes. Upon litigation, dissolution, winding up or abandonment of the Corporation, after paying or adequately providing for the debts or obligations of the Corporation, the remaining assets shall be distributed to an organization or organizations organized and operating in the United States described in section 170(b)(1)(A) of the Internal Revenue Code (the Code) or the corresponding provision of any subsequent federal tax laws, and qualified as an exempt organization or organizations under section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as the Board of Directors may determine.

ARTICLE X – AMENDMENTS

The Board has the power to initiate amendments to the Bylaws, subject to approval of the Members.

The Board's power to recommend amendments to the Bylaws shall be exercised by a majority vote of the Board at any regular or special meeting duly convened, provided that a full representation of the proposed amendments shall have been provided in writing along with ten (10) day's prior written notice of the meeting to all members of the Board.