

THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC. BYLAWS

These bylaws govern the affairs of the Consortium for Belize Educational Cooperation, Inc., a non-profit corporation organized under the Georgia Non-Profit Corporation Code (referred to as the "Code") and classified as a Public Charity under section 501 C (3) of the Internal Revenue Service.

Article I. Name

The name of this organization is the Consortium for Belize Educational Cooperation, Inc., further referred to as COBEC or the Consortium.

- A. Principal and Registered Office
 - 1. The principal and registered office of COBEC shall be in the state of Georgia. COBEC shall comply with the requirements of the Code and maintain an office and registered agent in Georgia.
 - 2. The membership may, by a two-thirds vote, change the registered office and the registered agent as provided in the Code.

Article II. Purpose

COBEC was established in 1988. Its purpose is to link post-secondary educational institutions in Belize and outside Belize for the purpose of strengthening and expanding Belize's capabilities in higher education, increasing international collaboration between the member institutions, and promoting better understanding between cultures.

Article III. Membership

There are three categories of membership: Full, Associate and Emeritus. Members in all categories agree to abide by the purpose and bylaws of COBEC and to remit the required membership fees.

- A. Full Members
 - 1. Full Members shall consist of institutions of higher education.
 - 2. Institutions and organizations in the following categories will be eligible for membership in the Consortium:
 - a. Belizean tertiary educational institutions recognized by the Ministry of Education.
 - b. Institutions of higher education outside of Belize with an active interest in promoting and furthering higher education in Belize and increasing cross-cultural understanding between Belize and other countries.
 - c. Full members will have all rights and privileges, including voting, as described in Clause IV.
 - 3. Admission of New Members:
 - a. To apply for membership, the President or the Chief Executive Officer of the applicant institution or organization shall submit a written request to either of the Co-Chairs of COBEC.
 - b. Applicants must be endorsed in writing by one Belizean and one non-Belizean full COBEC member institution in good standing.
 - c. The new member application must be approved by a two-thirds vote of the membership at one of the biannual conferences.

- d. The membership dues shall be \$200 U.S. per annum for non-Belizean member institutions or organizations and \$200 BZE for Belizean members. They are also responsible for paying the standard conference registration.

B. Associate Members

1. Organizations, institutions or companies that are not recognized higher education institutions but are engaged in education activities or in support/provider services for COBEC higher education institutions operating in Belize, may apply for associate membership.
2. To apply for membership, the President or the Chief Executive Officer of the applicant organization shall submit a written request to either of the Co-Chairs of COBEC.
3. Applicants must be endorsed in writing by one Belizean and one non-Belizean full COBEC member institution in good standing.
4. The new member application must be approved by a two-thirds vote of the membership at one of the biannual conferences.
5. Associate members may attend and participate in COBEC meetings but will not have voting rights.
6. The associate membership dues shall be \$150 U.S. per annum for non-Belizean member institutions or organizations and \$150 BZE for Belizean members. They are also responsible for paying the standard conference registration.

C. Emeritus Members

1. The status of Emeritus Membership, an honorary title, may be granted to retired COBEC representatives who have had at least five years of meritorious service and/or leadership in COBEC or have otherwise made significant contributions to COBEC while representing their member institutions.
2. Emeritus members may be nominated by an active COBEC representative in writing to the COBEC co-chairs. Approval is dependent upon a review by an ad hoc committee and a favorable vote by the membership at a biannual COBEC conference.
3. Criteria for selection may include the following:
 - a. Long-term record of professional excellence.
 - b. Leadership roles while regularly representing their member institution at COBEC.
 - c. Significant contributions to COBEC while serving as a member of COBEC from a member institution.
 - d. Other significant contributions to or initiatives in support of COBEC.
4. Membership dues will be waived and conference registration fees will be reduced by one-half for Emeritus members.
5. Emeritus members may attend and participate in COBEC meetings but will not have voting privileges or hold any elected or appointed office.

D. Privileges and Responsibilities of Membership

1. The membership may, at any biannual meeting, adopt and amend application procedures and qualifications for membership in the Consortium upon the recommendation of the officers and a two-thirds vote of the membership in attendance.
2. The membership may change the amount of the annual dues upon a two-thirds vote of the members in attendance at a regularly scheduled COBEC meeting.

Article IV. Biannual Meetings, Voting and Institutional Attendance Requirements

A. Biannual Meetings and Voting

1. COBEC shall meet a minimum of two times annually and at least one meeting per year shall be held in Belize.
 2. Each COBEC full member institution shall have only one vote to cast on matters that are decided by a vote.
 3. Unless stated otherwise in the bylaws, a simple majority is required to pass a motion.
 4. A simple majority of the membership shall constitute a quorum at biannual meetings.
- B. Institutional Attendance, Suspension and Reinstatement
1. Member institutions or organizations should be represented at all meetings.
 2. Any member institution which may wish to withdraw from COBEC must submit a written request to one of the co-chairs.
 3. Member institutions that fail to have institutional representatives in attendance at three consecutive meetings shall be suspended from COBEC.
 4. Institutions or organizations which fail to pay annual membership dues will be suspended from COBEC by the summer conference of the following year.
 5. Members that commit egregious violations of the purpose and mission of COBEC may be suspended from the organization by a two-thirds vote of the full members at a biannual meeting.
 6. Suspended members may request reinstatement through a letter of application to the Co-Chairs including a plan to repay all membership arrears within one year of submitting their request. Requests for reinstatement will be voted upon by a simple majority vote of the membership.

Article V. Officers

- A. Titles
1. Officers of the Consortium shall be elected from among the representatives of full member institutions and shall include:
 - a. One (1) Belizean Co-Chair
 - b. One (1) Non-Belizean Co-Chair
 - c. One (1) Belizean Treasurer who also serves as the Secretary to COBEC
 - d. One (1) U.S. Treasurer
 - e. One Archivist
 - f. Additional Officers if deemed appropriate can be elected by the membership.
 2. The institution represented by the Treasurer shall serve as fiscal agent for the Consortium in the respective countries.
- B. Nomination and Election of Co-Chairs
1. Co-Chairs shall be nominated by caucuses (Belizean and non-Belizean members).
 2. Co-Chair nominees shall be present at the caucus meeting or have communicated to one of the co-chairs their willingness to serve.
 3. Nominees will be presented to the full membership by each caucus. Unless the election is due to a vacancy, election of officers will occur at the next biannual meeting following the caucus meetings.
 4. Election will be by a majority of the full members present at the biannual meeting.
- C. Officer Responsibilities:
1. Co-Chairs
 - a. Preside over meetings and programs of the Consortium.
 - b. Prepare for and convene the business meeting.
 - c. Work with host institutions to finalize the full conference schedule for Consortium meetings.
 - d. Provide overall leadership and administration for the Consortium.
 - e. Assure that Consortium communications and publications are prepared and distributed.

- f. Represent the Consortium to outside organizations and agencies.
 - g. Enforce the bylaws of the Consortium.
- 2. Secretary
 - a. Takes, prepares and distributes minutes, maintains records and a directory of membership for the Consortium.
 - b. Prepares and distributes Consortium communications with copy to the COBEC archivist.
 - c. Assures all records and communications associated with COBEC are submitted to the archivist.
 - d. The Belizean Secretary also serves as the Belizean Treasurer.
- 3. Treasurers
 - a. Maintain accurate and up-to-date accounting, and prepare and present treasurer reports at each biannual Consortium meeting.
 - b. Authorize expenditures approved by the Co-Chairs and send invoices to member institutions for payment of annual dues.
 - c. Maintain a current record of dues payments by institution.
 - d. Report to the membership at each regular meeting on the status of Consortium funds.
 - e. The U.S. Treasurer will be required to submit annually Form 990 to the Internal Revenue Service as required by law.
 - f. The institutions of the two (2) Co-Chairs shall be designated as the host institutions for the purpose of conducting the official business of the Consortium during the tenure of these representatives as Co-Chairs.
- D. Terms of Office
 - 1. All officers shall serve one (1) term of two (2) years.
 - 2. Officers may be re-elected for one (1) subsequent and consecutive term.
- E. Vacancy and/or Replacement of Officers:
 - 1. Any officer may be replaced at any time on the affirmative vote of two-thirds of the membership whenever, in its judgment, the best interests of the Consortium will be served.
 - 2. Vacancies in offices, however occasioned, may be filled at any time by election of individual persons to fill the unexpired terms of such offices.
 - 3. In the absence or disability of any officer of the Consortium, or for any other reason deemed sufficient by the membership, the primary officers may delegate their powers or duties to other officers or representatives of member institutions.
 - 4. Any officer who moves to a non-COBEC institution must resign his or her COBEC office and be replaced by the COBEC membership.
 - 5. Failure to elect a Co-Chair, Secretary or Treasurer shall not affect the existence of the Consortium.

Article VI. Committees

- A. Creation of Committees

The officers may, by resolution passed by a majority of the membership, designate standing or ad hoc committees to carry out the business of the Consortium.
- B. Committee Functions
 - 1. Committees shall have such functions and may exercise such power of the officers and members as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.
 - 2. A committee may, at its discretion, solicit advice or assistance from individual persons with special expertise related to the charge of the committee.
- C. Committee Meetings

1. Regular meeting of committees may be held without notice at such time and at such place (including Skype or conference calls) as shall from time to time be determined by the Chairpersons of such committees.
2. All standing and active ad hoc committees shall report to the membership at the biannual conferences.
3. At all committee meetings, a majority of the committee's members shall constitute a quorum for the transaction of its business.
4. The acts of a majority of the members of committees present at any COBEC meeting at which there is a quorum shall be the act of such a committee.
5. The officers of COBEC then in office, acting as a body, shall ensure that other existing COBEC members fill vacancies on standing or ad hoc committees.

Article VII. Amendments

A. Amendments to Bylaws

Amendment of the Bylaws can be made during a regularly scheduled or called meeting by two-thirds of the membership present and providing such notices of the proposed amendment be provided to each member thirty (30) days prior to the meeting.

THESE BY-LAWS ADOPTED BY THE MEMBERSHIP OF THE CONSORTIUM FOR BELIZE EDUCATIONAL COOPERATION, INC., ON THE 6th DAY OF FEBRUARY IN 2015.