

A WEST ALABAMA – EAST MISSISSIPPI
ENTEPRISE-READY REGIONAL INITIATIVE

**WAEM ALLIANCE
BY-LAWS**

1. Membership

Charter Allies

A Charter Ally in the **WAEM Alliance** will be limited to Alabama Southern Community College, Beville State Community College, Shelton State Community College, and Wallace Community College – Selma in Alabama; East Central Community College, East Mississippi Community College, Jones County Junior College, and Meridian Community College in Mississippi; and The Montgomery Institute, a charitable non-profit regional leadership organization in Meridian, Mississippi. Charter Allies will become active members by signing a Memorandum of Agreement.

Allies

Allies may be Universities, K-12 institutions, community and economic development organizations, and other agencies or institutions that commit to cooperate and carry out the mission of **WAEM Alliance**. Charter Allies and Allies will work together to improve services in the areas of workforce, community, and economic development on a regional basis as well as to increase the opportunities to leverage funding for regional initiatives as specified in a Memorandum of Agreement (MOA).

To become an Ally will require submitting a request for membership and will be contingent upon approval by a simple majority vote of the **WAEM Alliance Council**. The **Council** may establish conditions for membership it deems appropriate, including the assessment of fees. Upon approval by the **Council** and signing of a Memorandum of Agreement, organizations that desire to participate will designate a delegate in writing to serve as the Ally's representative.

Associates

Any person who is associated with a Charter Ally or Ally and is identified in writing by the institution's designated representative may become a **WAEM Alliance Associate**. Associates may attend any meeting or event and become a member or Program Officer of any **WAEM Alliance** Program. The Chairman shall inform Charter Allies, Allies, and Associates of meetings and events.

2. WAEM Alliance Council

The WAEM Alliance **Council** is comprised of the presidents of the Charter Ally institutions. Each president shall be designated as the preferred representative who will represent the Charter Ally as a member of the **Council**. A president may send an alternate to represent him or her at **Council** meetings. These representatives will have the authority to act on behalf of the institution.

The presidents of the Charter Ally colleges shall be the voting members of the **Council**. The

president of The Montgomery Institute shall be the non-voting Chairman of the **Council**.

The **Council** is responsible for the overall governance and management of the **WAEM Alliance**. In practical terms, the **Council** makes the financial decisions and adopts the policies and procedures that the **WAEM Alliance** needs to operate efficiently. The Montgomery Institute shall be the agent of the **Council** and carry out its directives by order of its president, the chairman of the **Council**. The **Council** has final authority on all matters concerning **WAEM Alliance** activities. The **Council** shall:

- A. Set policy and objectives.
- B. Determine programs.
- C. Select the committee and task force members and chairpersons.
- D. Develop rules, if any, on grant and research proposals.

The **Council** may amend these by-laws as specified in Section 6.

The **Council** shall meet at the call of the Chairman but at least once a quarter with one meeting designated as a plenary session.

A quorum shall require attendance by at least six voting Charter Allies. Attendance may be accomplished by electronic means.

Decisions of the **Council** are by simple majority of the **Council** members present after having established a quorum at the initiation of any meeting. In the event of a tie vote, the Chairman of the **Council** may continue deliberations, set the motion aside until a future time, or declare the motion defeated.

The **Council** may establish such officers as it deems appropriate.

The role of the Chairman shall be to seek consensus and to bring organization to the work for the **WAEM Alliance**. The Chairman shall have the following powers and duties:

- a. to convene, recess, and adjourn meetings of the **WAEM Alliance Council**;
- b. to prepare the agenda for **Council** meetings, which the **Council** may approve and amend once it convenes;
- c. to preside at all **Council** meetings, including placing motions for action, tallying votes, and announcing results;
- d. to recommend, in cases of tie votes, changes or amendments to motions or proposals in an effort to arrive at consensus or achieve the required majority vote; in cases where the **Council** is hopeless deadlocked, the Chairman may delay action on the item until the next meeting;
- e. to preserve order;
- f. to see that the procedures, policies and actions of the **Council** are carried in to effect; and,
- g. to appoint committees subject to a majority approval of said **Council**.

The Chairman shall be an ex officio member of all committees.

The Chairman may designate a senior person from The Montgomery Institute to perform all duties

of the Chairman in the Chairman's absence.

Minutes and other secretarial duties of the **Council** shall be maintained by staff of The Montgomery Institute, which shall also be the Custodian of all of the records, books and documents of the **WAEM Alliance**.

3. Regional Programs and Committees

The **WAEM Alliance** shall authorize programs related to the entire region. Programs will focus on priority issues around which members will work cooperatively to achieve the mission and goals of the **WAEM Region**.

Any Charter Ally, Ally, or Associate who sees the need to establish a program may make a proposal to the **Council**. Such proposal must be in sufficient detail to determine outcomes, costs, and feasibility. If approved by the **Council** as a program, the Chairman shall seek to determine and recommend who among the Charter Allies, Allies, or Associates will serve on a Program Committee.

The Chairman or his/her designee shall call the first meeting of the Program Committee. Subsequent meetings of the Program Committees shall be convened by the Program Committee Officers.

The Program Committee may establish additional rules for eligibility to serve as a voting member of any Program Committee provided such rules are not inconsistent with these By-Laws.

A quorum of any Program Committee shall be three-fifths (3/5th) of Program Committee members.

The work of each Program Committee will include making recommendations on how **WAEM Alliance** members could cooperate to enhance inter-institutional/agency understanding and solutions to the issues under consideration. Program Committees are also encouraged to organize seminars and workshops about the activities of the committee to educate regional community and business leaders.

4. Sub-Regional Projects and Task Forces

In cases where issues and opportunities may be primarily pertinent to a sub-region within or overlapping the **WAEM Alliance Region**, the **WAEM Alliance Council** may identify Projects related to said sub-region. No projects may be competitive with other **WAEM Alliance** Projects or Charter Allies. Rules governing Projects will be the same as those for Programs, except that supporting groups shall be called Task Forces. The **Council** Chairman may determine and recommend who shall be included in a proposed project and serve its task force.

To the extent practical, Projects shall of interest and proposed by at least three different Charter Allies. The **Council** may vote to make exceptions to this requirement on a case by case basis.

5. Funding for Programs and Projects

The **Council**, Program Committees, and Project Task Forces may seek external funding for

authorized **WAEM Alliance** Projects.

6. Provisions for Amending By-Laws

These By-Laws may be amended at any meeting of the **Council** by a two-thirds (2/3rd) majority vote of all Charter Allies after the **Council** members have considered the proposed amendment(s) for a minimum of two weeks prior to the meeting.