



## The Research and Planning Group for California Community Colleges (The RP Group) Bylaws

### ARTICLE I. DEFINITIONS

The following terms are to be understood in the restrictive and technical sense herein defined.

1. **Organization:** Refers to The RP Group, a nonprofit corporation.
2. **Institutional Membership:** Open to all California community colleges and district offices.
3. **Affiliate Membership:** Open to individuals who do not qualify for institutional membership.
4. **Delegate:** An individual appointed by each institutional member to vote on the institution's behalf.
5. **Good Institutional Standing:** An institutional member is in good institutional standing when membership dues are paid in full for the current year.
6. **Board of Directors:** The Regional Representative Directors elected by the Delegates, At-Large Directors appointed by the Board, and Officers elected by the Board.
7. **Board Director Eligibility:** Individuals currently employed by institutional members in good institutional standing are eligible to run for and serve on the Board of Directors.
8. **Officers:** President, President Elect or Past President, two Vice Presidents, Secretary/Treasurer, and the Executive Director.
9. **Term of Office:** July 1 to June 30.

### ARTICLE II. MEMBERSHIP

#### **Section 1. Membership**

Institutional membership shall be open to all California community colleges and district offices.

Affiliate membership shall be open to all individuals who do not qualify for institutional membership.

#### **Section 2. Dues**

The Board of Directors shall approve membership fees annually.

#### **Section 3. Delegates**

Each institutional member is entitled to designate any representative, in whatever manner it wishes, to be its Delegate, who shall have full voting rights. Each institutional member may designate only one Delegate. Affiliate members do not have voting rights.

#### **Section 4. Transfer of Membership.**

No institutional or affiliate member may transfer/sell a membership or any right arising from membership. All rights of institutional and affiliate membership cease upon a member's dissolution or termination.

#### **Section 5. Termination of Membership**

Membership (institutional or affiliate) may be suspended or terminated by the Board of Directors for



nonpayment of annual dues. A suspended institutional member shall not be entitled to exercise any of the voting rights set forth in Section 11 of Article II during the period of suspension. A terminated institutional or affiliate member shall cease to be a member on the effective date of expulsion or termination.

**Section 6. Good Institutional Standing.** An institutional member in good standing, and if eligible, shall be entitled to vote as a Delegate if such institutional member pays annual dues within the time prescribed.

**Section 7. Annual Meetings.**

The membership shall meet at least annually. The Board of Directors shall determine the date, location, and time of the meeting.

**Section 8. Special Meetings.**

Special meetings of the membership may be called by the Board President, a majority of the Board of Directors, or five (5) percent of the institutional members. Upon request in writing to the Board President, the Board of Directors shall set a time and place for the meeting within 20 days and notify the membership of the time and place for the meeting. If the notice is not given within 20 days after receipt of the request, the institutional members entitled to call the meeting may give the notice and specify the time, place, and purpose(s) of the meeting.

**Section 9. Election of the Board of Directors.**

Twelve (12) Regional Representative Directors shall be elected by the Delegates within each region. Each Regional Representative Director shall serve two (2)-year staggered terms. Under certain circumstances, some Regional Representative Directors may serve three (3) year terms (please see Article III, Section 6 below for details). Two At-Large Directors shall be appointed by the Board of Directors each June and shall serve one (1)-year terms. The Board of Directors will define the election and appointment process in policy.

In the event of a tie in the election for the Board of Directors, a runoff election shall be conducted among the tied candidates to determine the winner. In the event of another tie in the runoff election, the Executive Committee will have the discretion to choose which method to use to determine the winner.

**Section 10. Quorum.**

A quorum of the membership shall be defined as a majority of Delegates present for the conduction of any business. Proxy votes shall not be permitted.

**Section 11. Voting.**

The Regional Representative Directors shall be elected by the Delegates via electronic ballot by May 31st each year.

**Section 12. Action Without Meeting.**

Any action that may be taken at a regular or special meeting of the members may be taken without a meeting if a ballot is mailed or electronically delivered to every Delegate entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.



## ARTICLE III. BOARD OF DIRECTORS

### **Section 1. Powers**

Subject to the limitations of the Articles and these Bylaws, the Organization's activities and affairs shall be conducted by or under the direction of the Board of Directors, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 2. Number and Designation of the Board of Directors**

The Board of Directors will consist of nineteen (19) elected, voting members: five (5) officers, twelve (12) Regional Representative Directors, and two (2) Board-appointed At-Large Directors; and one (1) appointed, non-voting member: the Executive Director.

### **Section 3. Board Director Eligibility**

#### Subsection 1. Elected Board Directors

Individuals currently employed by institutional members in good standing are eligible to run for and serve on the Board of Directors. Board Directors must maintain good institutional standing to continue throughout their term. The Board of Directors shall establish policies on the requirement of good institutional standing.

#### Subsection 2. The Executive Director

The Executive Director is the sole employee of the Board of Directors and serves as an appointed Board Director by virtue of their position. In the event that an individual holding the role of Executive Director resigns, is relieved of duties, or is otherwise unable to continue serving in their capacity as Executive Director, they will immediately become ineligible to serve as a Board Director.

### **Section 4. Election**

Regional Representative Directors shall be elected by a majority of Delegates in each region via voting by May 31 each year.

### **Section 5. Term of Office**

The Board of Directors' term of office shall begin on July 1 of their first year and end on June 30 of their last year.

### **Section 6. Vacancy**

In the event of a vacancy in the office of the President, the President Elect shall become the President and shall also serve for the following two years as President. If there is a vacancy in both the office of President and President Elect, the Past President shall become the President and serve until the Board is able to select a new President. If there is a vacancy in any other officer position, the Board will fill the position from within the current Board of Directors.

If there is a vacancy in any other position on the Board of Directors, the position may be filled at the discretion of the Board until the next regularly scheduled election. In the event that the departing Board Director has one year or less in their term, the Board of Directors has the discretion to adjust the term of the incoming Board Director to preserve the staggered terms.



## **Section 7. Resignation**

Any Board Director may resign effective upon giving written notice to the President, the President Elect, or the Board of Directors, unless the notice specifies a later time for the resignation's effectiveness. If the resignation is effective at a future time, a successor may be selected using a process identified in these bylaws before that time, to take office when the resignation becomes effective.

## **Section 8. Removal of a Board Director**

A Board Director may be removed from office prior to the expiration of their term for cause, including but not limited to:

- Failure to fulfill legal duties of care, loyalty, and diligence (obedience)<sup>1</sup>
- Violation of organizational policies or Bylaws
- Misconduct / unethical conduct
- Failure to attend two (2) consecutive Board meetings without a reasonable excuse
- Persistent nonparticipation in Board and/or committee meetings

Removal shall require a two-thirds (%) majority vote of the full Board of Directors, excluding the director in question. Prior to any vote on removal, an established Board Removal Process—as defined by the Board of Directors separately from these Bylaws—shall be followed to ensure fairness, transparency, and due consideration.

**Section 9. Recall.** Elected Board Directors may be recalled by action initiated by any institutional member or the Board of Directors. If at least three-fourths of the Delegates in the Region vote, a proposal to recall shall be submitted, within thirty (30) days, to the Delegates in the Region via electronic ballot. A proposal to recall shall require for its adoption an affirmative vote of a majority of all Delegates in the Region, or failing that, of two-thirds of the Delegates in the Region who return ballots, provided that the number of affirmative votes cast is no less than two-thirds of the number of ballots cast in the election at which the Board Director was elected. If the vote is to recall, the recall shall become effective at the close of the balloting.

## **Section 10. Board Officers**

The officers shall include the President, President Elect or Past President, two Vice Presidents, Secretary/Treasurer, and the Executive Director. Each position, except for the Executive Director, shall be elected by the Board of Directors. The term of all elected officers shall be from July 1 to June 30.

### **Subsection 1. Selection of Officers**

The Board Officers, except for the Executive Director, shall be elected by the Board for two (2) year terms by June 30 every other year. The Past President serves for one year immediately following their presidency, and the President Elect serves for one year prior to their term of office as president. These two positions are staggered so there is never a Past President and a President Elect on the Board at the same time.

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<sup>1</sup> [Board Source: Board Member Legal Duties for Nonprofits](#)



## Subsection 2. Board Officer Powers and Duties

- A. President
  - 1. Oversee the preparation of the agenda for annual membership and all Board of Directors meetings.
  - 2. Preside over annual membership and Board of Directors Meetings.
  - 3. Make appointments to all statewide and Board committees, subcommittees, and taskforces.
  - 4. Perform other such powers and duties as prescribed by the Board.
- B. President Elect/Past President
  - 1. Act in the absence of the President.
  - 2. Succeed to the Presidency in the event of the vacancy of that office.
  - 3. Perform such functions as the President assigns to assist in carrying out the purposes and policies of the Organization.
- C. Secretary/Treasurer
  - 1. Oversee the financial reporting, the management of its assets, and the general business transactions of the Organization.
  - 2. Oversee the keeping and accuracy of the records of actions by the Board of Directors, including overseeing minutes at Board meetings and membership meetings.
  - 3. Perform such functions as the President assigns to assist in carrying out the purposes and policies of the Organization.
- D. Vice President for Board Development and Membership Engagement
  - 1. Advance important conversations and initiatives to build the capacity of the Board of Directors.
  - 2. Oversee and support Board Director elections.
  - 3. Facilitate member engagement and retention through the strengthening of the Organization's relationship with its members.
  - 4. Lead policy conversations among Board Directors about the structure of the membership program, including membership fees and benefits.
- E. Vice President for Institutional Research, Planning, and Effectiveness (IRPE) Professional Development
  - 1. Advance professional development designed to build the capacity of the IRPE field.
  - 2. Oversee and support IRPE professional development activities.
  - 3. Facilitate participation in IRPE professional development.
  - 4. Lead professional development conversations among Board Directors about the structure of the professional development program.
- F. Executive Director
  - 1. Serve, at the pleasure of the Board of Directors, as the Chief Executive Officer and manage the day-to-day responsibilities of the Organization.
  - 2. Develop policies to inform the various programs that work toward fulfilling the Organization's goals and purpose.
  - 3. Execute the Organization's policies, programs, and initiatives.



## **Section 11. Meetings**

### **Subsection 1. Frequency**

The Board of Directors shall meet at least six (6) times per year.

**Subsection 2. Quorum** A quorum of the Board of Directors shall be defined as a majority of its Directors, notwithstanding any vacancies.

**Subsection 3. Meeting via Conference or Telephone** Board Directors may participate in a meeting using a conference telephone or similar communications equipment, so long as all Board Directors participating in the meeting can hear one another.

**Subsection 4. Action Without Meeting** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board Directors shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board's proceedings.

## **Section 12. Regular Elections**

The Board of Directors shall elect the Board Officers no later than June 30 each year as defined in the Election Policy. Only those Board Directors entering their second year or later are eligible to run for a Board Officer position.

## **Section 13. Committees**

The Board of Directors may establish committees, taskforces, and workgroups as it deems appropriate. All committees shall be subject to the supervision of and accountable to the Board of Directors. The President appoints all chairs. The Board of Directors shall establish written duties and procedures (charters) for committees.

**Subsection 1. Standing Committees** There shall be the following three standing committees: the Executive Committee, the Finance Committee, and the Audit Committee. The Board shall determine the terms for each committee.

- A. **Executive Committee**. The Executive Committee is a subcommittee of, and accountable to, the Board of Directors, and shall act on behalf of the Board between Board meetings. The membership of the Executive Committee shall be the President, President Elect or Past President, Vice Presidents, Secretary/Treasurer, and Executive Director (as a non-voting member). The President will serve as the Committee Chair.
- B. **Finance Committee**. The Finance Committee shall provide financial analysis, advice, and oversight of the Organization's budget. Its primary responsibility is to ensure the Organization is operating with the financial resources it needs to provide programs and services to the community. The Secretary/Treasurer will serve as Committee Chair, and the President will serve as a member.
- C. **Audit Committee**. The Audit Committee shall provide oversight of the financial reporting



process, the audit process, the Organization's system of internal controls, and compliance with laws and regulations. The President Elect/Past President will serve as the Committee Chair and shall not be the chair or a member of the Finance Committee.

**Section 14. Regions.** The Board shall establish twelve (12) regions for the purpose of voting on the twelve (12) Regional Representative Directors.

## ARTICLE IV. INDEMNIFICATION

The Organization agrees to indemnify, defend, and hold harmless the Board Directors and employees from and against all liability, loss, cost, or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to Organization's activities, whether caused by or contributed to by the Board Directors/employees or any other party indemnified herein, unless caused by the sole negligence of the Board Director/employee or any other party indemnified herein. The Organization shall maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

## ARTICLE V. BYLAWS

These Bylaws may be amended or repealed by the approval of the Board of Directors, except for Article II, Section 9, Election of Directors, Article VI, Dissolution, and/or this article, which must be adopted by the membership.

## ARTICLE VI. DISSOLUTION

It shall require a two-thirds majority of those present and voting in a meeting of the Membership to order the dissolution of the Organization. Upon dissolution of the Organization and subsequent to the payment of all debts, obligations, and liabilities of the Organization, remaining assets shall be distributed to a non-profit fund, foundation, or Organization that is organized and operated exclusively for educational purposes. Such a non-profit fund, foundation, or Organization shall qualify for tax-exempt status under §501(c)(3) of the United States Internal Revenue Code.

## ARTICLE VII. CERTIFICATION OF ADOPTION

These Bylaws were adopted by the Board of Directors on June 18, 2025, and subsequently adopted by the Membership on August 12, 2025.

Amendments to Article III. Section 8, Removal of a Board Director, were approved by the Board on October 7, 2025 (Article V. Bylaws grants the authority solely to the Board of Directors to adopt revisions to this section of the Bylaws).

Amendments to Article III. Section 2, Number and Designation of the Board of Directors; Section 3, Board Director Eligibility; and Section 10, Board Officers, were approved by the Board on December 17, 2025 (Article V. Bylaws grants the authority solely to the Board of Directors to adopt revisions to these sections of the Bylaws).