

---

---

# Bylaws of the Society for Collegiate Travel & Expense Management

---

---

**BYLAWS OF  
THE SOCIETY FOR COLLEGIATE TRAVEL AND EXPENSE MANAGEMENT  
TABLE OF CONTENTS**

	Page
<b>ARTICLE 1: Name</b> .....	3
<b>ARTICLE 2: Purposes and Mission</b> .....	3
2.1 Purpose .....	3
2.2 Mission Statement.....	3
<b>ARTICLE 3: Host Institution/ Term and Termination Notices</b> .....	3
3.1 Host Institution .....	3
3.2 Term and Notice to Disassociate from SCTEM .....	3
3.3 Upon Closure of SCTEM at Host Institution.....	4
3.4 General SCTEM Host Responsibilities .....	4
<b>ARTICLE 4: Limitations, Compensation, and Expenses</b> .....	4
4.1 Limitations .....	4
4.2 Executive Director Compensation .....	4
4.3 Operating Expenses.....	4
<b>ARTICLE 5: Membership</b> .....	5
5.1 Members .....	5
5.2 Collegiate Members .....	5
5.3 Supplier Members .....	5
<b>ARTICLE 6: Dues and Fees</b> .....	5
6.1 Membership Dues .....	5
6.2 Conference Fees.....	5
<b>ARTICLE 7: FISCAL YEAR, ACCOUNTING PRINCIPALS AND AUDITS</b> .....	5
7.1 Fiscal Year.....	5
7.2 Accounting Principles and Audits .....	5
<b>ARTICLE 8: Advisory Board</b> .....	5
8.1 Advisory Board.....	5
8.2 Advisory Board Functions .....	6
8.3 Collegiate Advisory Board Member Eligibility and Initial Term.....	6
8.4 Supplier Advisory Board Member Eligibility and Initial Term.....	6
8.5 Renewal Terms .....	6
8.6 Request to Vacate Board.....	6
8.7 Advisory Board Member Attendance Commitments.....	7
8.8 Cost to Board Members .....	7
8.9 Transfer of Advisory Board Membership .....	7
8.10 Advisory Board Member Leave of Absence .....	7
8.11 Reapplication to the Board .....	7
8.12 Grandfathered Advisory Board Members.....	7
<b>ARTICLE 9: Officers and Committees</b> .....	7
9.1 Officers.....	7
9.2 Executive Director Employment .....	8

9.3 Executive Director Duties.....	8
9.4 Assistant Director Duties.....	8
9.5 Committees.....	8
<b>ARTICLE 10: Advisory Board Selection.....</b>	<b>8</b>
10.1 Notice to Vacate.....	8
10.2 Adding Collegiate Advisory Board Members.....	9
10.3 Adding Supplier Advisory Board Members.....	9
10.4 Selection of Board Members.....	9
<b>ARTICLE 11: Voting.....</b>	<b>9</b>
11.1 Voting Regarding Material Advisory Board Issues.....	9
11.2 Voting Regarding Informal Issues.....	10
<b>ARTICLE 12: Meetings.....</b>	<b>10</b>
12.1 Annual Meeting; Place of Meeting.....	10
12.2 Winter Advisory Board Meeting and other Meetings/Calls; Place of Meeting.....	10
<b>ARTICLE 13: Amendments and Other Rules.....</b>	<b>10</b>
13.1 Amendments.....	10
13.2 Other Rules.....	10
<b>ARTICLE 14: Conflict of Interest Policy.....</b>	<b>10</b>
14.1 Purpose.....	10
14.2 Conflict of Interest Defined.....	11
14.3 Conflict of Interest Procedures.....	11
14.4 Records of Proceedings.....	12
14.5 Compensation.....	12
14.6 Annual Statements.....	12
14.7 Annual Reviews.....	13
14.8 Use of Outside Experts.....	13
<b>ARTICLE 15: SCTEM PAYMENT CARD ACCEPTANCE POLICIES &amp; PROCEDURES.....</b>	<b>13</b>
15.1 Objective.....	13
15.2 Payment Methods.....	13
15.3 Storage.....	14
15.4 Restrict Access.....	14
15.5 Retention.....	14
15.6 Responsibilities.....	14
15.7 Awareness Program.....	14
15.8 Service Providers.....	15
15.9 Breach Reporting.....	15
15.10 On-going Compliance.....	15
15.11 Service Providers II.....	16
<b>ATTACHMENT A: Host Institution.....</b>	<b>17</b>
<b>Certificate of Adoption.....</b>	<b>18</b>
<b>SCTEM Executive Board and Approved Designee Payment Card Security Statement.....</b>	<b>19</b>

## ARTICLE 1 – NAME

The name of the organization represented by these Bylaws is the Society for Collegiate Travel and Expense Management, herein abbreviated as 'SCTEM.'

## ARTICLE 2 – PURPOSES AND MISSION

**Section 2.1 – Purpose.** The specific purpose of SCTEM is educational, and subject to the following mission statement.

**Section 2.2 – Mission Statement:** SCTEM shall be recognized as the premier professional development and networking resource for academic administrators who have the following responsibilities:

- Bid, negotiate, and manage travel-related contracts,
- Process and administer expense reimbursements and travel-related supplier payments,
- Protect institutional assets and enhance compliance with IRS, state board, and funding-source regulations through expense policy development and enforcement,
- Mitigate travel-related risk, and
- Harness software systems to improve the administrative infrastructure.

SCTEM shall also be the ideal forum for suppliers to showcase solutions that lead to lower costs, enhanced services, and streamlined efficiencies within the academic enterprise.

In furtherance of the purpose described above, but not in limitation thereof, SCTEM shall have the authority to conduct studies and to disseminate research results; to engage in various fund-raising activities; to conduct promotional activities, including advertising and publicity, in or by any suitable manner of media; and to hold such property as is necessary to accomplish SCTEM's mission.

## ARTICLE 3 – HOST INSTITUTION / TERM AND TERMINATION NOTICES

**Section 3.1 – Host Institution.** SCTEM shall be hosted by an organization concerned with higher education employing the current director of SCTEM as listed in Attachment A of this document. These Bylaws clarify how SCTEM shall operate. Should a conflict arise between the SCTEM Bylaws and the bylaws or policies of the Host Institution, the institution's bylaws and policies shall prevail. SCTEM's principal office at the Host Institution is also designated in Attachment A.

**Section 3.2 – Term and Notice to Disassociate from SCTEM.** There is no fixed term under which SCTEM may operate at the Host Institution. The institutional hosting of SCTEM is indefinite, and based upon the Host Institution's sole discretion; SCTEM Advisory Board Members, with a 2/3 majority vote, can vote to remove the Executive Director and thus SCTEM from being hosted by the Host Institution. And, with a minimum of six (6) months advance notice, the Host Institution can disassociate itself from the SCTEM, without penalty and without cause. Once that notice by the Host Institution has been issued, the Advisory Board can either:

- Accept, evaluate, and vote via a 2/3 majority vote (Section 11.1) to accept written proposals from other

universities interested in hosting and housing SCTEM and assuming these Bylaws;

- Vote via a 2/3 majority vote to establish and operate SCTEM and these Bylaws for charitable and educational purposes within the meaning of the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law);
- Vote via a 2/3 majority to merge SCTEM with another organization with a similar mission;
- Vote via a 2/3 majority to dissolve SCTEM; and/or
- Vote via a 2/3 majority vote to establish and operate SCTEM as otherwise deemed appropriate by the Advisory Board and as allowed by law.

From here on forward, the term “Host Institution” includes any university or entity that may currently or subsequently host SCTEM, as allowed under this Section 3.2.

**Section 3.3 – Upon Closure of SCTEM at Host Institution.** Upon closing SCTEM at the Host Institution in accordance with Section 3.2, the incumbent Host Institution has rights only to funds to offset costs incurred as the Host Institution. The Host Institution agrees to transfer all remaining funds to the new Host Institution. The transferred funds can be used by the new Host Institution to offset initial SCTEM expenses.

**Section 3.4 – General SCTEM Host Responsibilities.** The Host Institution indicated in Attachment A will host and maintain the SCTEM website, SCTEM attendee database, registration software, communication’s software, collect / refund/ monitor registration and sponsorship fees, and pay SCTEM venues for conference costs with funds collected by the Host Institution from SCTEM attendees and sponsors.

## **ARTICLE 4 – LIMITATIONS, COMPENSATION, AND EXPENSES**

**Section 4.1 – Limitations.** Except as articulated in Section 4.2 and 4.3, no part of the net earnings of SCTEM shall inure to the benefit of or be distributable to an Advisory Board member.

**Section 4.2 – Executive Director Compensation.** SCTEM’s Executive Director shall be an employee of the Host Institution. The Host Institution shall compensate the Executive Director using SCTEM’s funds for an annual gross compensation of five thousand dollars (\$7,500). Such compensation shall be paid annually at the anniversary date of the Executive Director’s term and must be approved via a 2/3 majority vote of the Advisory Board. This compensation amount can be periodically adjusted via a 2/3 majority vote of the Advisory Board. Should SCTEM choose to operate otherwise, as allowed by Section 3.2, an Amendment detailing the financial compensation for the Executive Director and other SCTEM Officers, if applicable, shall be issued and voted on by the Advisory Board via a 2/3 majority vote.

**Section 4.3 – Operating Expenses.** Host Institution shall be authorized and empowered to pay reasonable compensation from SCTEM funds for services rendered and to make payments and distributions in furtherance of the purposes as stated in Article 2.

## ARTICLE 5 – MEMBERSHIP

**Section 5.1 – Members.** The annual conference fee includes annual membership into SCTEM. Therefore, attendees of SCTEM's annual conference are automatically annual members of SCTEM and entitled to SCTEM's material. There shall be two (2) member classifications (i.e. conference attendee classifications):

- Collegiate Members
- Supplier Members

**Section 5.2 – Collegiate Members.** Employees, retirees, students, or official affiliates of organizations concerned with higher education or governments are considered "Collegiate Members."

**Section 5.3 – Supplier Members.** Employees, retirees, or official affiliates of organizations that supply services or goods to academic institutions are considered "Supplier Members."

## ARTICLE 6 – DUES AND FEES

**Section 6.1 – Membership Dues.** SCTEM charges an annual conference attendance fee. Because conference attendance includes the annual membership into SCTEM (Section 5.1), there are no separate annual dues. However, the SCTEM Advisory Board may from time-to-time offer ancillary services or materials at an optional cost to SCTEM members.

**Section 6.2 – Conference Fees.** The conference fee will be proposed annually by the Advisory Board during the Board's winter meeting and voted into effect when supported by a 2/3 majority vote (Section 11.2). At no time will an Academic Member be charged a higher conference attendance fee than a Supplier Member.

## ARTICLE 7 - FISCAL YEAR, ACCOUNTING PRINCIPALS AND AUDITS

**Section 7.1. – Fiscal Year.** The fiscal year of SCTEM shall coincide with the Host Institution's fiscal year. The Executive Director, as articulated in Article 9, shall function as SCTEM's Treasurer, along with his/her other duties, and has full fiscal responsibility for SCTEM. The Executive Director shall issue and report on SCTEM's financial results to the Advisory Board at the annual and winter advisory board meetings. Additional financial reviews can be requested via a 2/3 vote by the Advisory Board.

**Section 7.2. – Accounting Principles and Audits.** SCTEM's financials shall be subject to the Host Institution's accounting principles and shall be audited from time-to-time as deemed necessary and appropriate by the Host Institution or by Law.

## ARTICLE 8 – ADVISORY BOARD

**Section 8.1 – Advisory Board.** SCTEM shall be counseled by an Advisory Board. The Advisory Board will be composed of the following members:

- Collegiate Advisory Board Members
- Supplier Advisory Board Members

Each Advisory Board member serves voluntarily, without compensation from SCTEM (other than as allowed by Section 4.2). There will not be a fixed number of Advisory Board members, but there will be at least as many Collegiate Advisory Board Members as there are Supplier Advisory Board Members. The number of Advisory Board members will be based on need and determined by a 2/3 majority vote as described in Section 11.2. In addition to reviewing the qualifications of potential new Advisory Board Members, the Advisory Board will strive toward representation by a consistently diverse group of schools (large, small, public, private, etc.) and a diverse group of suppliers (distributors, software companies, financial institutions, airlines, etc.) on the Advisory Board.

**Section 8.2 – Advisory Board Functions.** The Advisory Board shall have the following functions:

- To attend SCTEM board meetings and annual conference
- To select venues for conference accommodations;
- To schedule qualified speakers to address relevant topics;
- To print brochures and advertisements;
- To solicit new member attendees and to maintain an SCTEM database;
- To review and approve the program theme for the annual meeting;
- To conduct studies and to disseminate research results and other information to members;
- To engage in various fund-raising activities; and
- To conduct other activities that foster SCTEM's mission and vision.

**Section 8.3 – Collegiate Advisory Board Member Eligibility and Initial Term.** Each Collegiate Advisory Board Member must be a current employee, student, retiree, or official affiliate of an academic institution or government agency. Collegiate Board Members serve an initial three (3) year term. Cessation of employment with the current academic institution or government agency immediately terminates Advisory Board Membership. However, the individual may reapply as a new Advisory Board Member. Procedures for selection are articulated in Article 10.

**Section 8.4 – Supplier Advisory Board Member Eligibility and Initial Term.** Supplier Advisory Board members must represent organizations that contribute to SCTEM on an annual basis, either in terms of soft dollars (which may include the donation of gifts-in-kind, information, time, or speakers) or actual dollars. Supplier Board members serve an initial three (3) year term. Cessation of employment with the current contributing travel supplier immediately terminates Advisory Board Membership. However, the individual may reapply as a new Advisory Board Member. Procedures for selection are articulated in Article 10.

**Section 8.5 – Renewal Terms.** Advisory Board Members can serve an unlimited number of successive two (2) year renewal terms beyond the initial three (3) year term. However, each successive term must be approved by a 2/3 majority vote of the Advisory Board who will take the recommendation of the Executive Director under advisement.

**Section 8.6 – Request to Vacate Board.** If the Advisory Board decides via a 2/3 material vote that the contributions made by a specific Advisory Board member are not sufficient to warrant Advisory Board status, the individual shall be given notice to vacate the Advisory Board. Such notice can be served mid-term.

**Section 8.7 – Advisory Board Member Attendance Commitments.** Each Advisory Board Member is expected to attend each Board planning meeting (usually held each winter), participate in quarterly and ad hoc conference calls, and attend each annual conference scheduled during his/her term.

**Section 8.8 – Costs to Board Members.** Unless an exception has been granted by SCTEM in advance, each Advisory Board Member is responsible for paying his/her own costs to attend the annual Board Meeting and Annual Conference as further described below:

- Annual Board Meeting Costs to Advisory Board Members: i) transportation to/from conference location and ii) some meals. SCTEM covers lodging costs (2 nights) and most meals during advisory board meetings.
- Annual Conference Costs to Advisory Board Members: i) conference registration fees; ii) transportation to/from conference location; iii) lodging; and iv) meals. Depending upon its budget status, SCTEM may arrange for or cover some lodging costs and meals during the conference.

**Section 8.9 – Transfer of Advisory Board Membership.** Collegiate Board Members who leave the Advisory Board cannot automatically be replaced by another employee from their institution or organization. If the Board wishes to fill the vacancy it must do so as articulated in Article 10. Supplier Board Members may transfer their Advisory Board position to another employee in their organization, provided the organization continues to provide soft or hard dollar compensation to SCTEM (as articulated in Section 8.4) but may only serve out the balance of their predecessor's term. The Supplier Board Member's initial start date on the Advisory Board will be based on the date on which the original individual from the company/organization was voted to the Advisory Board. If the Board wishes to fill the vacancy after the successor completes the predecessor member's term, it must do so as articulated in Article 10.

**Section 8.10 – Advisory Board Member Leave of Absence.** Advisory Board Members may obtain up to a one (1) year leave of absence from the Advisory Board for medical, professional, or personal reasons. After a one (1) year absence, the Board can decide via a 2/3 majority vote to allow others to apply for the Advisory Board Member's position (as articulated in Article 10).

**Section 8.11 – Reapplication to the Board.** Individuals who have vacated their positions with the Advisory Board, for any reason, can reapply as a new Advisory Board Member. Procedures for selection are articulated in Article 10.

**Section 8.12 – Grandfathered Advisory Board Members.** All current Advisory Board Members are exempt from obtaining the initial documents required of new Advisory Board Member applicants.

## **ARTICLE 9 – OFFICERS AND COMMITTEES**

**Section 9.1 – Officers.** SCTEM and the Advisory Board are led by two officers. The chief officer shall be the Executive Director, whose selection is to be ratified via a 2/3 majority vote of the Advisory Board Members. The secondary officer shall be the Assistant Director, whose selection by the Executive Director, is to be ratified via a 2/3 majority vote of the Advisory Board Members

The Executive Director shall be an employee of the Host Institution, as articulated in Articles 3 and 4. The Assistant Director must also be a Collegiate SCTEM Member but cannot be an employee of the Host Institution.

**Section 9.2 – Executive Director Employment.** As an employee of the Host Institution, all subsequent employment decisions shall be made exclusively by the Host Institution. SCTEM Advisory Board Members, with a 2/3 majority vote, can vote to remove the Executive Director from SCTEM and thus SCTEM from being hosted by the Host Institution.

**Section 9.3 – Executive Director Duties.** The Executive Director shall be ultimately responsible for the fiscal and operational components of SCTEM, including but not limited to:

- Conference site selection and negotiations
- Monitoring SCTEM's profits and losses
- Allocating and approving expenses
- Governing SCTEM, and proposing amendments to these Bylaws

**Section 9.4 – Assistant Director Duties.** Selection of the Assistant Director, as made by the Executive Director, as outlined in Section 9.1, shall be ratified by 2/3 material vote of the Advisory Board. The Assistant Director shall have the following responsibilities:

- Act as the SCTEM Secretary
- Assist the Executive Director with his/her above duties
- Serve as interim Executive Director should the Executive Director vacate the position for any reason

**Section 9.5 – Committees.** Supporting the two officers are the following Advisory Board Committee Chairs. Chair positions may be occupied by either Collegiate or Supplier Advisory Board Members. Chairs may operate as Co-Chairs.

- Registration Chair
- Membership Chair
- Speaker and Program Chair
- Marketing & Communications Chair
- Trade Show Chair
- Sponsorship Chair
- Resource Chair

Additional Advisory Board Committee Types can be established as needed. Selection of each Committee Chair will be made by the Executive Director.

## **ARTICLE 10 – ADVISORY BOARD SELECTION**

**Section 10.1 – Notice to Vacate.** Whenever possible, an Advisory Board Member should give one (1) year's notice (one year prior to the conference) of his/her intent to vacate the Board. This notice will allow the Advisory Board adequate time to fill the vacancy prior to the forthcoming conference.

**Section 10.2 – Adding Collegiate Advisory Board Members.** At any time during the year, additional Collegiate Advisory Board Member positions can be added to the Advisory Board when supported by a 2/3 vote by the Advisory Board. Those interested in being considered should:

- Complete and submit according to posted instructions an Advisory Board Member Application (available from SCTEM website);
- Have attended at least two (2) SCTEM conferences over the most recent three (3) years; and
- Obtain a letter (email) from his/her supervisor (Director or higher level) permitting participation as an Advisory Board Member.
- Review and agree to the responsibilities of the Advisory Board as stated in Article 8.

**Section 10.3 – Adding Supplier Advisory Board Members.** At any time during the year, additional Supplier Advisory Board Member positions can be added to the Advisory Board when supported by a 2/3 vote by the Advisory Board. SCTEM members. Those interested in being considered should:

- Complete and submit according to posted instructions an Advisory Board Member Application (available from SCTEM website);
- Have attended at least two (2) SCTEM conferences over the most recent three (3) years; and
- Articulate in their Application how Supplier intends to contribute to SCTEM, according to Section 8.4
- Review and agree to the responsibilities of the Advisory Board as stated in Article 8.

**Section 10.4 – Selection of Board Members.** The provided documents will be reviewed by the Board and new Advisory Board Members will be selected by a 2/3 vote. Selection will be based on needed skill sets, institutional/supplier profiles, and/or Committee Chairs.

## **ARTICLE 11 – VOTING**

**Section 11.1 – Voting Regarding Material Advisory Board Issues.** Should the Advisory Board need to vote on a “Material Issue,” the Advisory Board must obtain a 2/3 majority written vote from Board Members in attendance to pass the proposal. There must be an eighty percent (80%) quorum in order for the vote to take effect. Voting shall be conducted in writing and shall be held in confidence. Voting can take place at any time deemed necessary by the Advisory Board. Voting can take place either in person (e.g. during a meeting) or via email (e.g. during a conference call).

Material issues include, but are not limited to the following:

- Amendments to Bylaws
- Selection of new Host Institution
- Major Organizational Changes as outlined in Section 3.2
- Removal of Executive Director
- Adjustment to any Advisory Board Compensation, including Executive Director
- Amount of Annual Conference Fee
- Need for additional Advisory Board members
- Mission Statements

**Section 11.2 – Voting Regarding Informal Issues.** Should the Advisory Board need to vote on an “Informal Issue,” the Advisory Board must obtain a 2/3 majority vote from Board Members in attendance to pass the proposal. There must be a sixty percent (60%) quorum in order for the informal vote to take effect. These decisions can be made by a ‘show of hands,’ and do not need to be obtained in writing. Informal issues include, but are not limited to the following:

- Advisory Board Member renewals
- Advisory Board Member terms
- Advisory Board Member dismissals
- Advisory Board new members
- Amount of ancillary fees
- Request for Ad hoc Financial Reviews
- Ratifying Assistant Director
- Annual Executive Director Compensation Payout

Voting can take place at any time deemed necessary by the Advisory Board. Voting can take place either in person (e.g. during a meeting) or via email (e.g. during a conference call).

## **ARTICLE 12 - MEETINGS**

**Section 12.1 – Annual Meeting; Place of Meeting.** A regular meeting of SCTEM will be held annually at any place within or outside the United States and on such date as may be designated by the Advisory Board.

**Section 12.2 – Winter Advisory Board Meeting and other Meetings/Calls; Place of Meeting.** A Board meeting will be held annually, at any place within or outside the United States, and on such date as may be designated by the Executive Director. Additional meetings and conference calls will be scheduled as needed.

## **ARTICLE 13 – AMENDMENTS AND OTHER RULES**

**Section 13.1 – Amendments.** These Bylaws may be amended in any one (1) of the following ways, with two (2) month’s advance notice to the Advisory Board:

- By a written Amendment adopted by the Host Institution; or
- By a written Amendment supported by a 2/3 majority vote of the SCTEM Advisory Board and approved by the Host Institution.

**Section 13.2 – Other Rules.** *Robert’s Rules of Order Revised* shall be the authority in matters of procedure not specified in either these Bylaws or by the Sponsoring Organization.

## **ARTICLE 14 – CONFLICT OF INTEREST POLICY**

**Section 14.1 Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (The Society for Collegiate Travel & Expense Management) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of

the Organization 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.

### **Section 14.2 Conflict of Interest Defined.**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 14.3 Conflict of Interest Procedures.**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority

vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, 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.

#### 4. Violations of the Conflicts of Interest Policy

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

**Section 14.4 Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes 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.

#### **Section 14.5 Compensation.**

- A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- Speakers who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No speaker, either individually or collectively, is prohibited from providing information to any committee regarding speaker compensation.

**Section 14.6 Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and

- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 14.7 Periodic Reviews.** To ensure the Organization operates in a manner consistent with charitable 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:

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

**Section 14.8 Use of Outside Experts.** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 15 – SCTEM PAYMENT CARD ACCEPTANCE POLICIES & PROCEDURES**

**Section 15.1 Objective.** This article establishes the policies and procedures for all aspects of payment card processing as followed by the Society of Collegiate Travel & Expense Management (SCTEM). These policies and procedures are a portion of the overall effort by this office to maintain PCI DSS compliance. Cardholder data is defined as the full magnetic stripe or the primary account number plus any of the following: cardholder name, expiration date, or card security (validation) code. Paper receipts without the full card number displayed are not cardholder data.

**Section 15.2 Payment Methods.** SCTEM accepts payment cards in the following methods, and sets forth guidelines for each accepted method as follows:

SCTEM accepts only card-not-present (ecommerce) transactions in which processing of cardholder data is entirely outsourced to PCI DSS validated third-party service providers.

- Telephone Transactions – Payment cards will only be accepted if the person making the payment is the cardholder. SCTEM does not accept credit card information via telephone.
- Mail-in Transactions – SCTEM will only allow check payments to be mailed to their registered address.
- Card Data Received via Email – It is strictly prohibited to process any card data received via email. If a customer sends their card data to SCTEM, the Executive Director will contact the customer, instructing them that email is not secure and to suggest alternate methods of payment. No reply will be sent until the card data is redacted from the email. SCTEM's Executive Director will delete the original email from both their email inbox and their trash folder.

**EXCEPTION:** In-Person Transactions – Payment cards will only be accepted if the person making the payment is the cardholder. SCTEM Executive Board members and approved designees will process the

payment card using the Michigan State University loaner swipe terminal, resulting in merchant and customer receipts of the transaction.

- For non-EMV (chip) cards: Customers will sign the merchant receipt. SCTEM Executive Board Members and approved designees will verify the signature on the signed merchant receipt with that on the payment card. In the event an unsigned card is presented for payment, SCTEM Executive Board Members will (a) obtain the usual authorization for the transaction, (b) ask to see a signed, photo ID and (c) require the customer to sign the card.
- For EMV (chip) cards: Customer will sign merchant receipt or enter personal PIN number.

Any other methods of payment via payment card are expressly prohibited.

### **Section 15.3 Storage.**

- The Society for College Travel & Expense (SCTEM) will never store the full card number.
- SCTEM will never store any cardholder data electronically on desktop computers or servers.
- SCTEM will never store cardholder data.
- SCTEM will never store card validation codes.
- SCTEM will never solicit or send card numbers by email or networked fax device.

**Section 15.4 Restrict Access.** SCTEM limits access to cardholder data on a need to know basis. Need to know access is granted to SCTEM Executive Board members and approved designees responsible for responding to inquiry and chargeback requests. Any other access would be considered on a case-by-case basis.

SCTEM restricts physical access to MSU loaner card swipe machine(s).

Use of wireless communication to access any part of the payment card process is strictly prohibited.

**Section 15.5 Retention.** SCTEM does not electronically store, process, or transmit any cardholder data on merchant systems or premises, but relies entirely on a third party(s) to handle all these functions. Cardholder data is temporarily recorded on paper and immediately shredded once the charge is successful.

**Section 15.6 Responsibilities.** General payment card data security is every SCTEM Executive Board member's responsibility, while overall responsibility belongs with the Executive Director.

The Executive Director is responsible for creating, distributing and enforcing security policies and procedures.

All SCTEM Executive Board members are responsible for controlling general access to payment card data, while the Executive Director monitors and controls all access to payment card data.

**Section 15.7 Awareness Program.** All SCTEM Executive Board members and approved designees are properly trained about cardholder data security at inception of duties involving cardholder data and updated at least annually.

All SCTEM Executive Board members and approved designees are required to acknowledge in writing that they understand the office's payment card data security policies and procedures, and reassert their understanding as a part of the annual review process.

All SCTEM Executive Board members and approved designees are properly trained to be aware of suspicious behavior and to report tampering or substitution of devices.

All SCTEM Executive Board members and approved designees are properly trained to verify the identity of any third-party persons claiming to be repair or maintenance personnel prior to granting them access to modify or troubleshoot devices.

**Section 15.8 Service Providers.** SCTEM has confirmed that all third party(s) handling storage, processing, and/or transmission of cardholder data are PCI DSS compliant.

All elements of the payment page(s) delivered to the consumer's browser originate only and directly from a PCI DSS validated third-party service provider(s).

SCTEM will contact the Michigan State University Cashier's Office for guidance before engaging any non-MSU entity with whom cardholder data is shared, or who could affect the security of cardholder data. This includes companies involved with the storage, processing or transmitting of cardholder data.

SCTEM will maintain a list of all service providers.

SCTEM will maintain a program to monitor service providers' PCI DSS compliance status at least annually. <http://www.visa.com/splisting/>

SCTEM will maintain information about which PCI DSS requirements are managed by each service provider and which are managed by the SCTEM.

**Section 15.9 Breach Reporting.** In the event of or suspicion of a breach, the Executive Director will immediately alert the PCI Compliance Office at 517-355-5023 or [pcidss@ctrl.msu.edu](mailto:pcidss@ctrl.msu.edu) to report the breach. A breach must be reported if cardholder data is stored in an environment that was compromised. It is not required that the SCTEM know whether cardholder data was compromised; only that the environment was compromised.

**Section 15.10 On-going Compliance.** The policies and procedures herein, including an overall risk assessment, will be reviewed and updated at least annually, as noted below.

\_\_\_\_\_  
Initial                      Date

**Section 15.11 Service Providers II.** EventBrite is under contract with the Society for Collegiate Travel & Expense Management (SCTEM) to provide third-party ecommerce for the purpose of collecting conference registration.

## **Attachment A**

### **Host Institution**

This attachment relates to the BYLAWS OF THE SOCIETY FOR COLLEGIATE TRAVEL AND EXPENSE MANAGEMENT and specifically governs the appointment of the Host Institution. This Attachment is fully integrated into the Agreement.

#### **SCTEM Executive Director**

Deborah Gulliver  
University Travel Manager

#### **Host Institution**

Michigan State University

#### **Physical Location**

426 Auditorium Road  
East Lansing, MI 48824

## CERTIFICATE OF ADOPTION

I certify that I am the Executive Director of the Society of Collegiate Travel Management and that the above Bylaws were adopted by a 2/3 majority vote of the SCTEM Advisory Board and approved by the Host Institution.

Executed on August 5th , 2016

\_\_\_\_\_  
Deborah Gulliver  
Executive Director, SCTEM  
University Travel Manager, Michigan State University

I certify that I am an active Society of Collegiate Travel Management Advisory Board Member and witnessed that the above Bylaws were the Bylaws adopted by a 2/3 majority vote of the SCTEM Advisory Board.

Executed on August 5th , 2016

\_\_\_\_\_  
Name:

## SCTEM Executive Board and Approved Designee Payment Card Security Statement

The Society for Collegiate Travel & Expense Management Executive Board members and approved designees have access to confidential payment (credit/debit) card data while performing their duties. Each of these individuals has a legal and ethical obligation to protect the privacy of individuals represented in institutional records. No board member or approved designee may divulge confidential data to others, nor attempt to examine such data, except as necessary to perform his/her assigned duties. SCTEM Executive Board members and approved designees are expected to use all cardholder data to which they have access in a manner that is consistent with the current version of the Payment Card Industry Data Security Standard.

SCTEM Executive Board members and approved designees are responsible for knowing and following operational guidelines and security procedures when handling payment card data.

Payment card equipment (loaner) is considered a Michigan State University institutional resource and should be safely secured.

SCTEM Executive Board members and approved designees should be aware that violation of the above conditions will be handled in an appropriate manner up to and including dismissal from their board and conference responsibilities.

I have read and understand this SCTEM Executive Board members and Approved Designees Payment Card Security Statement.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

\_\_\_\_\_  
Initial                      Date                      Initial                      Date                      Initial                      Date                      Initial                      Date

\_\_\_\_\_  
Initial                      Date                      Initial                      Date                      Initial                      Date                      Initial                      Date

\_\_\_\_\_  
Initial                      Date                      Initial                      Date                      Initial                      Date                      Initial                      Date

\_\_\_\_\_  
Initial                      Date                      Initial                      Date                      Initial                      Date                      Initial                      Date