



---

## BYLAWS OF THE NATIONAL ASSOCIATION OF VETERANS' PROGRAM ADMINISTRATORS

---

### **ACTION**

Adopted  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended  
Amended

### **DATE**

February 28, 1980  
October 23, 1980  
May 3, 1986  
October 26, 1988  
October 15, 1998  
October 28, 1999  
October 18, 2003  
October 10, 2012  
October 18, 2013  
October 12, 2014  
October 09, 2015  
October 17, 2019  
October 28, 2020  
October 27, 2021

## **Table of Contents**

<b><u>Section</u></b>	<b><u>Page</u></b>
Article I – Name	2
Article II – Purpose	2
Section 2.1 – Purpose of NAVPA	2
Article III – Authority	2
Article IV – Membership	2
Section 4.1 – Membership Levels	2
Section 4.2 – Types of Memberships	3
Section 4.3 – Membership Dues	4
Section 4.4 – Membership Voting Designation	4
Section 4.5 – Membership Rules	4
Article V – Board of Directors	4
Section 5.1 – Duties and Responsibilities	4
Section 5.2 – Representation and Elections	5
Section 5.3 – Vacancies and Removal	6
Article VI – Corporate Officers	7
Section 6.1 – Officer Positions	7
Section 6.2 – Terms	7
Section 6.3 – Election and Removal	7
Section 6.4 – Duties and Responsibilities	7
Section 6.5 – Salaried Staff	10
Article VII – Committees	11
Section 7.1 – Standing Committees	11
Section 7.2 – Other Committees	14
Article VIII – Meetings	14
Section 8.1 – Annual Conference	15
Section 8.2 – Board of Directors Meeting	15
Section 8.3 – Executive Committee Meeting	15
Section 8.4 – Special Meetings	16
Article IX – Board Directives	16
Section 9.1 – Corporate Seal	16
Section 9.2 – Fiscal Year	16
Article X – Rules of Order	16
Article XI – Amendment of By Laws	16
Article XII – Quorums	17
Section 12.1 – Quorums for Board of Director Meetings	17
Section 12.2 – Quorums for General Business Meetings	17

## **Article I – NAME**

1.1 The name of the corporation shall be the National Association of Veterans' Program Administrators - NAVPA. It may hereafter be referred to in these Bylaws as the Association.

## **Article II – PURPOSES**

2.1 The purposes of NAVPA shall be:

- (a) To promote professional competency and efficiency through an association of members and others associated with and involved in veterans, servicemembers and dependents educational programs.
- (b) To promote the development, improvement and extension of opportunities to any veteran, service member or dependent for his/her personal development to its fullest potential, through:
  - 1. Assisting with the assessment and attainment of his/her needs.
  - 2. Communicating and cooperating with communities, schools, agencies and organizations at the local, state, regional, and national levels.
  - 3. Developing productive relations with the Veterans Administration and other agencies serving the veteran, service member and dependent.
  - 4. Participating in efforts to facilitate the educational training of that portion of the veteran, service member and dependent population that is disadvantaged educationally or otherwise.
  - 5. Promoting and providing individual and cooperative studies, research and evaluation, workshops, seminars, conferences, and other related activities as may be desired or required to fulfill the purposes of NAVPA.

## **Article III – AUTHORITY**

3.1 NAVPA shall have, subject to any limitation as contained herein, all the authority of a non-profit corporation organized under the laws of the District of Columbia.

## **Article IV – Membership**

4.1 Membership in NAVPA shall be extended in three (3) levels of participation. Each level shall be entitled to attend the Annual Conference and to participate in all association activities. Each shall be considered as acting under the Charter and bound by these Bylaws of the Association.

## 4.2 Types of Memberships

- a) Institutional Membership (\$175 annually) – Education or training institutions which serve the interests and needs of the student veteran community and have a “Facility Code” as issued by the United States Department of Veterans Affairs, comprise this membership type. Examples of this membership type include: colleges, universities, technical, business, vocational, and eleemosynary schools. This membership may bear one (1) vote, and members may seek to hold office within the Associations.

This membership rate shall be awarded to only one institution under a single OPEID number, as designated by the institution’s leadership. Other branch campuses may seek auxiliary membership, as described below. Individual members through an Institutional Membership will have access to the NAVPA list service and other benefits deemed appropriate by the Board of Directors.

- b) Auxiliary Membership (\$50 annually) – Branch campuses or extension centers of member institutions that share the same OPEID as an existing institutional member, shall comprise this membership type. This membership does not have the right to vote or hold any office in the Association, unless the primary institutional membership yields their vote and/or right to hold office. Individual members through an Auxiliary Membership will have access to the NAVPA list service and other benefits deemed appropriate by the Board of Directors.

To apply for an auxiliary membership, an institution under the same OPEID must already have a paid institutional membership on file. Campus locations with a unique OPEID number are not eligible for an auxiliary membership. These institutions may seek an institutional membership with all rights therein, as described above.

- c) Associate Membership (\$100 annually) – Individuals, institutions, organizations, and or agencies which serve the interests and needs of the student veteran community, but do not have a VA facility code, shall comprise this membership type. Examples of this type include but are not limited to: veteran service organizations, counseling or therapeutic facilities, and employment agencies. This membership shall bear one (1) vote, but members shall be prohibited from holding any office within the Association. Individual members through an Associate Membership will not have access to the NAVPA Listserv and other benefits deemed appropriate only for Institutional and Auxiliary membership by the Board of Directors. Associate Members can request items to be posted to the Listserv and other appropriate notification channels deemed appropriate for furthering the NAVPA mission through the NAVPA Secretary.

- d) Lifetime Memberships: Understanding that some NAVPA School Certifying Officials and other persons deemed worthy, upon retiring by their acts and concern in the interest of veterans, servicemembers and their dependents deserve special recognition, the Association may grant a Lifetime Membership. Selections of the recipients of such memberships shall be by simple majority vote by the Board of Directors. No dues shall be charged to those honored. The bestowing of such membership is in recognition of outstanding service and does not grant bearer the right to vote, or to hold office in the Association.

#### 4.3 Membership Dues

- (a) Membership dues shall be collected on an annual or multi-year basis and shall be valid for one up to 3 years beginning each January 1<sup>st</sup> and ending each December 31<sup>st</sup> based upon the total number of years paid. For example: an Institution paying for a three (3) year membership will begin January 1, 20XX of the year paid and end December 31, 20XX of the third calendar year (1/1/2020-12/31/2022). Only members in good standing shall have the right to vote or to hold office in the Association.
  - a. Any multi-year paid memberships will be non-refundable for subsequent years.
- (b) Any dues increase will not be applied to a membership until the expiration of the currently paid multi-year period.

#### 4.4 Membership Voting Designation

- (a) Membership groups with voting rights will designate the Institutions voting member during annual registration.
  - i) If an institution requests a change in the voting member, this change must be made in writing to the NAVPA Secretary.
    - (1) With the name the institution, name of the person to be removed, and name of the new voting member
    - (2) It is submitted by the current voting member or the current voting member's direct supervisor or above.

#### 4.5 Membership Rules

Specific rules of membership may be adopted and amended by the General Membership of the Association in accordance with these Bylaws.

### **Article V - BOARD OF DIRECTORS**

#### 5.1 Duties and Responsibilities:

- (a) The Board of Directors of the Association shall be responsible for the management of all business, property, and affairs of the Association.
- (b) The Board may exercise all the corporate powers of the Association, and do all the lawful acts, conduct all business, and adopt such rules and regulations for the conduct of its meetings and the management of the Association as may be deemed necessary and proper, and in consistence with the Statute, Charter, and Bylaws of the Association, and with non-profit corporation law and federal internal revenue statutes.
- (c) The Board of Directors shall be responsible to the membership for its actions.

#### 5.2 Representation and Elections

(a) Representation of the Regions shall consist of three (3) Regional Delegates and one (1) alternate from each of the eight (8) regions and five (5) Delegates-At-Large and one (1) alternate who shall represent all regions.

(b) The Regions shall be defined as follows:

Region I: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont

Region II: Delaware, Maryland, Ohio, Pennsylvania, Virginia, Washington D.C., West Virginia

Region III: Arkansas, Louisiana, Mississippi, North Carolina, Tennessee

Region IV: Alabama, Florida, Georgia, Puerto Rico, South Carolina

Region V: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Wisconsin

Region VI: Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, Wyoming

Region VII: Arizona, New Mexico, Oklahoma, Texas, Utah

Region VIII: Alaska, California, Hawaii, Idaho, Nevada, Oregon, Washington, American Samoa, Guam, Philippines, Trust Territory of the Pacific Island, Wake Island

(c) The three (3) Regional Delegates shall be elected by the membership in each region at a regional business meeting to be held in conjunction with the Association's Annual Conference. These Regional Delegates cannot be from the same state within the region unless there is no person or persons from separate states willing to accept a board position. These Regional Delegates cannot be from the same institution unless there is absolutely no other person or persons willing to accept a board position and it becomes necessary in order to have the region properly represented. In such cases, two (2) persons from the same state or two (2) persons from the same institution may serve as Delegates with the approval of those persons representing the region at the Annual Conference.

(d) The five (5) Delegates-At-Large shall be elected by the general membership during the business meeting portion of the Association's Annual Conference.

(e) Each region shall elect an Alternate Delegate who may represent the region and have all the powers and duties of a Delegate in the absence of the Regional Delegates. At the time of the Delegates-At-Large, the membership shall designate the sixth leading candidate to serve as Alternate Delegate-At-Large, and who shall have the duties and powers of a Delegate-At-Large in the absence of the Delegate-At-Large.

- (f) Any or all incumbent Regional Delegates and Delegates-At-Large may run for re-election.
- (g) All elections of Regional Delegates and Delegates-At-Large shall be by simple majority vote for the region membership and the general membership, respectively, during a business meeting at the Annual Conference at which a quorum has been established. The election process of Delegates-At-Large may allow each individual voting card to contain a maximum of five (5) names with no duplication.
- (h) Only Association members as outlined in Article IV of these Bylaws who have been a member of the Association for at least one (1) year may serve as a member of the Board of Directors.
- (i) Institutions with multiple memberships within the eight (8) regions shall be limited to two (2) members who may serve on the Board of Directors unless there is absolutely no other person or persons willing to accept a board position and it is necessary in order to have the board properly represented and it is approved by all other board members.
- (j) Only Association members as outlined in Article IV of these Bylaws who are present and attend at least one day of the Annual Conference may be considered for the Board of Directors. Under-represented regions may elect non-present members who have been identified to the Election Committee and verified by the Membership Committee prior to the election of delegates at the annual conference.

### 5.3 Vacancies and Removal:

- (a) Any vacancy occurring in the Board of Directors shall be filled by the duly elected Alternate Delegate. In the event there is no Alternate Delegate from a region, that region may elect a new Delegate at a regional business meeting or by ballot vote conducted in a manner deemed by the region to be most expedient.
- (b) Any Delegate may be removed from office for any act or acts of malfeasance and/or neglect of office by: (1) a simple majority vote of the membership of a region at a regular business meeting or by ballot vote conducted in a manner deemed by the region to be most expedient, or (2) by the affirmative vote of a majority of the Board of Directors at a properly called meeting as outlined in Article VIII Section 8.2 of these Bylaws. Vacancies occurring as a result of such removal shall be filled in accordance with (a) above.
- (c) When a Delegate is removed from office for any act of malfeasance or neglect of office by section 5.3(b) of these Bylaws or resigns, to avoid the 5.3(b) process, shall not be eligible to hold a future Board of Director, Delegate, or Committee position in the future.

## **Article VI – Corporate Officers**

6.1 The Corporate Officers of the Association shall be the President and Chairman of the Board, the Vice-President, the Secretary and the Treasurer. The Immediate Past-President, Vice-President, Secretary and Treasurer shall serve ex-officio in an assistance and advisory capacity only.

6.2 The Corporate Officers will serve a one (1) year term.

6.3 Election and Removal:

- (a) The Board of Directors shall elect annually by a simple majority vote the President and Chairman of the Board, the Vice President, the Secretary, and the Treasurer of the Association. Elections will be held at the first official meeting of the Board of Directors held each year as outlined in Article VIII, Section 8.2 (c) of these Bylaws.
- (b) The Corporate Officers must be members of the Board of Directors at the time of election and have served at least one year before they are eligible for any corporate officer position. No single individual may hold more than one office.
- (c) Members of the Board of Directors must identify no later than the end of the first General Business meeting if they are interested in being considered for a Corporate Officer position. This will be contingent if they are re-elected as a Board Member by their respective region or as a Board Member At Large, or any Alternate Board Member.
- (d) The Corporate Officers serve at the pleasure of the Board of Directors and may be removed from the office for any act or acts of malfeasance or neglect of duty by a simple majority vote of the Board of Directors at any properly called meeting as outlined in Article VIII, Section 8.2 of these Bylaws.
- (e) If a vacancy occurs among the Corporate Officers, that vacancy shall be filled by an election held at the next meeting of the Board of Directors, except in the case of the President. If a vacancy occurs in the Presidency, the Vice-President will assume the office, to be followed, if necessary, by the Secretary, and the Treasurer, in that order.
- (f) The Corporate Officers of the Association shall be strictly accountable to the Board of Directors and the General Membership for all their actions, individually or collectively, on behalf of the Association, and each is accountable for the fulfillment of the responsibilities and performance of the duties designated by the respective office.

6.4 Duties and Responsibilities: The Corporate Officers of the Association shall serve as the Executive Committee and the Finance Committee as outlined in Article VII, Section 7.2 of these Bylaws.

(a) President and Chairman of the Board:

- 1. The President shall serve as Chief Executive Officer of the Association. He/She shall call and preside at all meetings of the Association and of the Board of Directors.



2. The President may appoint such officers as may be considered necessary to the orderly operation of the Association. These officers may include committee chairpersons, and they may serve as ex-officio members of the Board of Directors if instructed by the Board. All such appointments are subject to the approval of the Board of Directors.
3. The President shall be the official spokesperson and/or representative of the Association at all activities and functions in which the Association is involved. The President may appoint any Board Member to be the official spokesperson in his/her absence. This appointment will be on a case by case basis for specific events and/or business.
4. The President, in cooperation with the other corporate officers, shall be responsible for ensuring that the purposes of the Association as stated in the Articles of Incorporation, as well as the restrictions placed upon the Association by those Articles and Bylaws, are strictly adhered to, and that the business of the Association is properly conducted.
5. The President shall prepare, in cooperation with the other corporate officers, a yearly report in compliance with the regulations of non-profit corporation law, the Internal Revenue Service, and any tax laws under which the Association secured any measure of its tax-exempt status. This report shall be submitted to the incoming Board of Directors for the purposes of transition.
6. The President shall have and perform other such duties which from time to time may be assigned to him/her by the Board of Directors.

(b) Vice-President:

1. The Vice-President shall be responsible for overseeing the functions of the organizational structure of the Association. The Vice-President shall also coordinate the activities of Members of the Board of Directors as necessary to insure adequate systems of communication among them.
2. The Vice-President, in cooperation with the President and other corporate officers, shall be responsible for ensuring that the purposes of the Association as stated in the Articles of Incorporation, as well as the restrictions placed upon the Association by those Articles and Bylaws, are strictly adhered to, and that the business of the Association is properly conducted.
3. The Vice-President shall perform such additional duties as from time to time may be assigned by the President and/or the Board of Directors.
4. In the case of the temporary absence or disability of the President, The Vice-President shall exercise the powers and perform the duties of the President.
5. The Vice-President shall serve as Chairperson of the Legislative Committee as outlined in Article VII, Section 7.1 (a) 7 below.

6. Being responsible for all NAVPA committees, it will be the responsibility of the Vice President to ensure a conflict of Interest does not exist as it relates to Committee assignments.

(c) Secretary:

1. The Secretary shall keep all records of business proceedings, minutes of meetings, official reports, records of elections, and correspondence of the Association.
2. The Secretary shall complete any and all reports required by non-profit corporation law, such as the Annual Report, and assist in the completion of reports related to tax exempt status.
3. The Secretary shall serve notice of all meetings of the Board of Directors and the General Membership as outlined in Article VIII of these Bylaws.
4. The Secretary shall affix the Corporate Seal of the Association to all deeds, contracts, or other written documents requiring a seal, when duly signed or when so ordered by the Board of Directors.
5. The Secretary shall perform other such duties as from time to time may be assigned by the President, Vice-President, and/or the Board of Directors.
6. In the case of the temporary absence or disability of the President and the Vice-President, the Secretary shall exercise the powers and perform the duties of the President.

(d) Treasurer:

1. The Treasurer shall have custody of all funds, property, and evidence of indebtedness of the Association.
2. The Treasurer shall give and receive receipts and a quittance for monies paid into accounts of the Association and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association.
3. The Treasurer shall prepare the annual budget of the Association and distribute to the Board of Directors a semi-annual report on the status of that budget.
4. The Treasurer shall keep full and accurate accounts for all monies received and expended by and for the Association. At a minimum, this shall include a General Ledger into which all transaction shall be posted by date, and Income Ledger, and an Expense Ledger.
5. The Treasurer shall be bonded and shall be required to give a complete report of the financial activities of the Association at each Annual, Special, and Board

Meeting held and shall be required to include a summary of these reports in each Association Newsletter.

6. The Treasurer shall make available within thirty (30) business days' notice of the written request of an Association member, financial records of the Association, to that member.
7. The Treasurer shall be responsible for all financial status reports required of the Association by non-profit corporation law, the Internal Revenue Service, and/or any tax laws under which the Association secured any measure of its tax-exempt status.
8. The Treasurer shall have an audit of all Association financial records, to be performed by an independent audit agency, at the closing of each corporate year, and shall submit said records along with the audit report to the incoming Treasurer of the Association within thirty (30) days of the beginning of each corporate year.
9. The Treasurer shall perform such additional duties as from time to time may be assigned by the President, Vice President, and/or the Board of Directors.
10. In the case of the temporary absence or disability of the President, The Vice-President, and Secretary, the Treasurer shall exercise the powers and perform the duties of the President.

(e) Committees:

1. The Corporate Officers will serve as coordinators for Committee Chairpersons and ensure that the duties and responsibilities of said Committees are properly performed and that performance in this capacity is entirely representative of the goals and policies of the Association. The committees shall be assigned by the Officers by the criteria of those that best meets the needs of the organization and the skills and responsibility of the Officer.

6.5 Salaried Staff:

- (a) Salaried staff positions may be established as deemed necessary and desirable by the Board of Directors of the Association. All employees of the Association shall report directly to the President or a designated Executive Committee Member and shall be held accountable for all actions taken in the name of the Association. The Association shall be an equal opportunity employer in fact and spirit, as well as in name.

**Article VII – COMMITTEES**

7.1 Standing Committees:

(a) There shall be the following standing committees, each with the duties described. They shall be re-established annually by the President, subject to confirmation by the Board of Directors, and shall exist at the continued pleasure of the Board. Each committee shall have a Chairperson appointed by the President, approved by the Board, who shall report in writing on all committee activities and findings at all Board, Annual, and other meetings. There shall be an Executive Committee composed of the duly elected officers and any ex-officio members as may be designated by the President, and approved by the Board.

1. Executive Committee: The Executive Committee shall be responsible for aiding the president in the performance of his/her duties and responsibilities. This committee shall also serve as the Finance Committee and shall aid the Treasurer in preparing and monitoring the financial status of the Association.
2. Internal Affairs Committee: The Internal Affairs Committee shall be responsible for studying the organizational structure of the Association on an on-going basis and making recommendations to the Board of Directors pertinent to the organizational functions of the Association. The Internal Affairs committee will conduct no-notice, monthly review of financial statements and ledgers, reporting any concerns to the executive board and the association.
  - i. Sergeant at Arms:
    - a. The Chairman of the Internal Affairs Committee will act as the Sergeant at Arms.
3. Election Committee: The Election Committee shall be responsible for the oversight of all voting procedures for NAVPA as it relates to general business, passing of resolutions and all elections. This committee will also work closely with the Conference and Membership committees to make sure that all designated member voters are identified.
4. The Education Committee shall collaborate with other committees to meet the mission needs of NAVPA. This may include editing as needed for written testimony for the Legislative Committee, Public Relations Committee in regard to the NAVPA newsletter, Internal Affairs, Conference Committee in regard to reviewing proposals and curriculum development. The Education Committee shall review, research, and report all findings of resolutions assigned to them by the Executive and Legislative Committees.
5. Public Relations Committee: The Public Relations Committee shall be responsible for informing the general membership of the activities of the Board of Directors and shall conduct such educational and informational projects as may be deemed necessary and desirable by the Board of Directors. The Chairperson, or his/her designee, shall establish liaisons with agencies and interest groups involved in education. The

Chairperson, or his/her designee, shall be the Editor of all Association publications.

6. Membership Committee: The Membership Committee shall be responsible for the coordination of membership drives, maintenance of membership records, and issuance of membership certificates. All members of the Board of Directors shall function as members of this committee from their respective regions. The Chairperson shall issue a quarterly list of updated memberships to the Board of Directors.
7. Annual Conference Committee: The Annual Conference Committee shall be responsible for the coordination and organization of all aspects of the Annual Conference described in Article VIII of these Bylaws. This committee shall be assisted by association members representing the host region, and it shall prepare a complete report of said conference, including financial data, to be submitted to the Board of Directors at the second official Board Meeting following the conference.
  - i. Display Sub-Committee: The Display Sub-Committee shall be responsible for the organizing and staging of a display area at each Annual Conference for the purposes of disseminating pertinent information and promoting the sharing of expertise and knowledge about veterans' programs
  - ii. Awards Sub-Committee: The Awards Sub-Committee shall be responsible for coordinating and implementing a nomination procedure by which the membership may present awards at each Annual Conference, for the selection of award recipients based on this procedure, and for the preparation and purchase of awards to be presented.
  - iii. Registration Sub-Committee: The Registration Sub-Committee shall be responsible for the design and implementation of registration procedures to be used at the Annual Conference, and to coordinate with the Treasurer to institute financial accounting procedures that will ensure fiscal responsibility concerning the intake and receipt of monies paid to the Association at said conference.
  - iv. Local Arrangements Sub-Committee: The Local Arrangements Sub-Committee shall assist the Annual Conference Chairperson with activities involving the development and finalization of the Annual Conference Agenda.
8. Resolutions Committee: The Resolutions Committee shall be responsible for coordinating with the Conference and Program Chairs to ensure appropriate sessions are scheduled to adequately inform the membership of the purpose and procedures for submitting resolutions

and to assist in preparation as needed; and for the development and coordination of procedures to be used for presentation of resolutions by the membership at each Annual Conference.

1) As technology has changed, so has the VA and Higher Education landscape. With these rapid changes, it is appropriate for time-sensitive resolutions to be received and voted upon for adoption outside the annual conference.

a) Any member can submit a resolution with the appropriate signatures electronically to the Resolution Committee Chair or NAVPA Secretary at any point during the year.

i) If the members deem the resolution as time-sensitive, they will state this within the resolution.

b) The Resolution Committee Chair or NAVPA Secretary will provide the resolution for Board of Director consideration.

i. If the resolution is deemed time-sensitive, the Board of Directors will vote on passage

ii. If the resolution does not pass or is not deemed time-sensitive, it will be handled following annual conference resolution procedures.

9. Legislative Committee: The Legislative Committee shall be responsible for establishing and maintaining a working relationship with congressional offices and staff members for the purpose of keeping both the Board of Directors and the membership well-informed of legislative actions and proposals which affect veterans and veterans' programs. The committee shall be chaired by the Vice-President of the Association.

10. Scholarship Committee: The Scholarship Committee shall be responsible for informing the general membership about the scholarship criteria/program and establishing a suspense date for scholarship application to be presented to the Board of Directors at the Annual Conference business meeting for approval.

11. Technology Committee: This committee shall be responsible for purchasing, inventorying, maintaining, and the accountability of all equipment within the organization. This committee will also work with the Conference Committee to ensure that all technology needs are met for the Annual Conference.

12. The Future Conference Committee (FCC) shall be responsible for finding and sending Requests for Proposal (RFP) for the NAVPA annual conference. The committee will consist of two (2) co-chairs and multiple members as deemed adequate by the committee chairs. Preferred committee make-up will include individuals from three primary geographic regions: East, Central, and West. The committee will work

on a four-year conference cycle consisting of: current conference, two signed contract conferences, and identifying and submitting of RFPs for fourth year conference. Once the RFPs are received by the FCC they will be presented to NAVPA Board during the Mid-year meetings in order to approve and select a primary conference location.

- (b) The Chairperson of each standing committee shall be empowered to appoint committee members from the Board or the general membership as necessary to the function of said committee.
- (c) The Vice- President shall have the responsibility of notifying the general membership of the appointment of Committee Chairpersons within thirty (30) days of such appointments being made. Such notification should include a definitive statement of the function of each committee, and set forth a system of communication by which the membership may give input to each committee.

7.2 Other Committees: Additional standing committees or special committees may be created or dissolved at the pleasure of the Board of Directors and/or at the request of the general membership. Sub-Committees of these committees may also be created and/or dissolved by the Chairperson of each committee or by the Board of Directors.

## **Article VIII – MEETINGS**

### **8.1 Annual Conference:**

- (a) The Board of Directors shall call an Annual Conference for the membership of the Association for the following purposes:
  - 1. Electing the Board of Directors for the following year.
  - 2. Hearing resolutions from the membership for the action to be taken by the Board for the following year.
  - 3. To provide training and informational activities as necessary and desirable by the membership.
  - 4. Conduct an Annual Business Meeting.
- (b) The Annual Conference shall be held in the fourth quarter of each calendar year at a place and time designated by the membership. In instances of unforeseen events, the President and Executive Board, in consultation with the Board of Directors, can change the venue, delivery method, or facilitate the cancelation of the Annual Conference. Including the General Association Business meeting due to unforeseen events (i.e., Natural disaster, Regional disaster, Pandemic, or any reason which prevents the majority of Association members from attending the Conference). This provision will also cover requirements in Section 8.2 Board of Directors Meetings.

- (c) A written notice of the Annual Conference shall be delivered to each member not less than thirty (30) days prior to said conference. The notice shall set forth the date, time, and place of the meeting, and shall include a complete order of business with adequate time allowed for the conduct of business by the membership.
- (d) Voting at the Annual Conference shall be by simple majority of the membership during a business meeting at which a quorum has been established. Individuals bearing proxy votes must file a written proxy with the Secretary of the Association prior to the beginning of the business meeting.

## 8.2 Board of Directors Meeting:

- (a) The President of the Board of Directors of the Association shall be empowered to call meetings of the Board of Directors as he/she may deem necessary for the proper conduct of the Association's business, but not less than three times annually, in addition to Mid-year and Annual Conference board meetings. These meetings can be conducted through remote access technology.
- (b) Special meetings of the Board of Directors may be called at the written request of a simple majority of the Board Members to the Secretary of the Association.
- (c) Written notice of date, time, and place of meetings shall be delivered to each Director no less than thirty (30) days prior to each meeting.
- (d) The first official Board of Directors Meeting must be held within seventy-two (72) hours after the close of business of each Annual Conference.
- (e) Voting at all Board Meetings shall be by simple majority of the Board Members during a board meeting at which a quorum has been established. The method of voting shall be determined by the Board President. Proxy votes shall be assigned to alternates if the regular Board Member is unable to attend; if neither the regular Board Member nor the Alternate is in attendance, the Chair shall recognize only those proxies which have been properly submitted in writing to the Secretary of the Association prior to the beginning of the board meeting for use by the designated Board member.

## 8.3 Executive Committee Meetings:

- (a) The President may call a meeting of the Executive Committee at the request of any member of the committee and with the approval of a majority of its members. Notice of such meetings shall be delivered by the Secretary. Such meetings shall be called a minimum of four times per year not in conjunction with regularly scheduled meetings of the Board of Directors.

## 8.4 Special Meetings



- (a) Special meetings of the Association shall be called by the President upon receipt by the Secretary or the President of the written request of a simple majority of the general membership. Special meetings may also be called by the Board of Directors when deemed necessary by a majority vote of the Board. In all cases, thirty (30) days' notice of such meetings shall be delivered to each member by the Secretary.

## **Article IX – BOARD DIRECTIVES**

- 9.1 Corporate Seal – The Board of Directors shall provide a corporate seal which shall state the Association name, the year of incorporation, and an appropriate logo. This seal shall be affixed by the Secretary to all documents, deeds, and other official communications as may be prescribed by the laws which effect non-profit corporations.
- 9.2 Fiscal Year – The fiscal year of the Association shall consist of the twelve (12) month period which shall begin each January 1<sup>st</sup> and close each December 31<sup>st</sup>.

## **Article X – RULES OF ORDER**

- 10.1 ROBERT'S RULES OF ORDER, latest edition, and Standing Rules adopted by the Association shall govern the conduct of business at all meetings.
- 10.2 Standing Rules: Standing rules have been established and adopted to govern the day to day operation of the Association. These Standing Rules can be amended or rescinded by a majority vote of the General Membership or the Board of Directors. A Standing Rule cannot be amended or rescinded at the same meeting at which it was adopted.

## **Article XI – AMENDMENT OF BYLAWS**

### 11.1 Proposals:

- (a) Proposals to amend the Bylaws may be initiated by the Board of Directors, a duly constituted committee of the Association, or by any voting member of the Association. Such proposals must be signed by at least five (5) voting members in good standing. Copies of proposed amendments shall be submitted to the Secretary for distribution to all members of the Association. Proposals will then be staffed by the Internal Affairs Committee. Findings of the Internal Affairs Committee will be reported to the Board of Directors. Proposals to amend the Bylaws will then be presented to the membership at the next Annual Conference. Approval shall require a simple majority vote of the members in attendance and actually voting on the proposed amendment.
- (b) Suspension of Bylaws- Any portion of the Bylaws of the Association may be suspended by a two-thirds (2/3) vote of those members present at a meeting of the Association.
- (c) Grammatical or formatting changes that do not alter the fundamental or inherent meaning of the Bylaws can be approved by the Board of Directors by a simple majority.

## **Article XII – QUORUMS**

- 12.1 A quorum for the conduct of business at meetings of the Board of Directors shall consist of a majority of those persons currently holding Board positions or their proxies.
- 12.2 A quorum for the conduct of business at general business meetings shall consist of a 10% of the number of "Designated Voting Representatives" who have registered for the Annual Conference.