



## National Child Support ~~Engagement Enforcement~~ Association Bylaws

**Commented [ME1]:** Change subject to approval of name change by NCSEA membership.

### Article I. Name

#### Section 1. Corporation Name

The name of this corporation shall be the National Child Support ~~Enforcement~~ Engagement Association (“the Association”).

### Article II. Definitions and Purposes

#### Section 1. Definitions

- (i) “Board of Directors” means all Board Members pursuant to Article V, Section 1, and may be referred to as “the Board.” The terms Director(s) and Board Member(s) shall mean one or more of the Board Members.
- (ii) “Executive Committee of the Board of Directors” means the committee provided by Article V, Section 4.
- (iii) “Family support” means family maintenance and child support.
- (iv) “~~Annual Conference~~ Leadership Symposium” means a conference hosted each year by the Association pursuant to Article VI, Section 1.
- (v) “Annual Report” means the report provided to the Association’s membership pursuant to Article IX, Section 4.
- (vi) “Board Meeting” means any meeting of the Board of Directors in which a quorum is declared.
- (vii) “Council” means the Past Presidents Council provided by Article V, Section 13.
- (viii) “Board Year” means the period starting September 1 of each year and ending on August 31 of the following year.

**Commented [ME2]:** Incorporating current terminology throughout

## Section 2. Purpose

This corporation is organized:

- 2.1. To establish, operate, and maintain, without profit to the corporation or its members, a national association to:
  1. Advance, educate, and improve efforts of federal, state, tribal, local, and foreign governments, private sector organizations, and their employees in the field of family support;
  2. Ensure effective implementation of Title IV-D of the Social Security Act and corresponding regulations, the Uniform Interstate Family Support Act (UIFSA), other family support laws, treaties, conventions and other international acts;
  3. Further good working relationships among the various states, state and local agencies, tribal agencies, private sector organizations, public officers, attorneys, legislators, and judicial officers who work in the field of family support; and
  4. Foster opportunities to discuss problems and propose solutions of common interest.
- 2.2. To provide for training workshops, seminars, and conferences in family support and other related legal matters, and to establish a clearinghouse to facilitate the administration of the various support laws and regulations with which the Association is concerned.
- 2.3. To exchange information and to publish and disseminate professional materials relating to the field of family support.
- 2.4. To develop and promote policies, procedures, and specialized services that will improve family support programs.
- 2.5. To solicit and accept funding from various sources to sustain and strengthen the Association.
- 2.6. To exercise all powers conferred upon nonprofit corporations by the laws of the State of Minnesota, including the power to acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities, and

other evidence of indebtedness of any domestic or foreign corporation.

### **Article III. Membership**

#### Section 1. Membership

Membership in the Association is voluntary and open to any person or organization interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, gender identity and expression, sexual orientation, marital status, national origin, religion, or physical or mental ability.

#### Section 2. Membership Categories

The Board shall establish categories of membership and voting rights for each class. The Board may, as necessary, include in a membership category one or more class of membership. All policies regarding membership adopted by the Board shall be published in the Policy Manual of the Association, as provided by Article X.

#### Section 3. Length of Membership

The Board shall establish the annual period of membership for the designated classes of membership.

#### Section 4. Annual Dues

- 4.1. The Board shall establish the dues for the designated categories of membership. Changes in dues shall be published to the membership at least sixty days prior to such changes becoming effective.
- 4.2. Any member failing to pay current dues by the due date for payment of dues shall be dropped from the membership roster if the dues have not been paid within thirty days of the due date.
- 4.3. Any individual, agency, or corporate member who has failed to pay current dues by the due date and who has dropped from the membership roster may be reinstated upon the payment of dues.

#### Section 5. Honorary Life Membership

The Board may on its own initiative select annually not more than three persons to the status of Honorary Life Member. The selection shall be based upon outstanding and dedicated service to the Association for a period of not less than three years. Persons selected for Honorary Life Member status shall be recognized at a conference following the Board's selection. Honorary Life Members may be called upon in their individual capabilities to advise the Board.

#### Section 6. Voting Rights

The Board shall establish by policy a classification schedule that determines the voting rights of the various membership classes.

#### Section 7. Compensation

No member of the Association shall receive compensation for services rendered as a member or an officer, except that officers may be reimbursed for actual expenses incurred in the performance of their official duties on behalf of the Association upon the approval of such expenses by either the President or the Executive Director, subject to the further approval of the Board; provided, however, that neither the President nor the Executive Director shall approve his or her own expenses. The limitation on receipt of compensation in this section does not apply to the Executive Director or employees of the Association or of an association management company retained by the Board pursuant to Article IX, Section 2.

#### Section 8. No Loan to or Guarantee for Members, Directors, and Officers

- 8.1. The Association may not lend money to or guarantee the obligation of a member, a director, or an officer of the Association.
- 8.2. The fact that a loan or guarantee is made in violation of this section or any other section of these Bylaws does not affect the borrower's liability on the loan to the Association.

## **Article IV. Officers**

### **Section 1. Officers**

Officers of the Association shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer. All officers shall maintain, as a condition of holding office, an active Individual membership in the Association, with voting rights, during their term of office. Elected or appointed Directors who are subsequently elected or appointed to serve as officers vacate their Board seats on the day they first occupy an officer position.

### **Section 2. Election of Officers**

Officers shall be elected annually at the Spring Board Meeting of the Board by a majority of the Directors present with voting rights. The officers shall hold office for one Board Year with the exception of the Treasurer, who shall hold office for two Board Years.

### **Section 3. President**

It shall be the duty of the President to preside at all business meetings of the Association and at all meetings of the Board; to appoint committees not otherwise provided for in these Bylaws; and to perform such other duties as may be required to promote the objectives of the Association. The President shall be a member of all committees, except the Nominating Committee.

### **Section 4. President-Elect**

The President-Elect shall perform the official duties of the President in the event of the President's absence or temporary inability to perform those duties. If the President leaves the office, or the Board determines that the President is no longer able to perform the duties of the office, the President-Elect shall immediately become President for the unexpired term of the office. The President-Elect shall succeed to the Presidency at the conclusion of the President's term of office, even if the President-Elect has

served an unexpired term of President due to a vacancy as provided above. The President-Elect is not subject to the provisions of Section 11 of this article. Annually, the President-Elect shall ensure that the books and accounts of the Association are audited, and President-Elect shall present the resulting audit to the Board for the Board's review.

#### Section 5. Secretary

The Secretary shall perform the official duties of the President if both the President and President-Elect are absent or unable to perform those duties. The Secretary shall keep the minutes of all meetings of the Association, the Board, and the Executive Committee. The Secretary shall complete and publish to members of the Board the minutes and proceedings of meetings of the Board and of the Executive Committee at the earliest possible date following the adjournment of the meetings. If the Secretary is unable to attend a meeting, the President shall designate another Director to keep minutes at the meeting.

#### Section 6. Immediate Past President

To ensure continuity, the Immediate Past President is an officer and serves for a term of one Board Year. The Immediate Past President shall chair the Nominating Committee. If the Immediate Past President cannot serve the Board in the Immediate Past President Officer position, the President may appoint any member of the Past Presidents Council to serve in that officer position.

#### Section 7. Treasurer

The Treasurer:

- Keeps custody of the funds of the Association,
- ~~Ensures that for the deposit of~~ all funds in the name of the Association are deposited in the banks, trust companies, or other depositories the Board ~~may designate~~s; ~~and for other responsibilities designated by the Board. The Treasurer shall be responsible for~~

- eEnsuresing that the records show at all times the amount of property and funds belonging to the Association;
- Presenting At the Board Meeting immediately following the end of the Association's fiscal year, the Treasurer shall present an account showing in detail the receipts of all property and money belonging to the Association and all disbursements made at the Board Meeting immediately following the availability of the Association's fiscal year-end financial documents;
- The Treasurer shall pPresenting an account of the receipts and disbursements of the Annual Conference-detailed NCSEA programs and services and other conferences, trainings, and Association-events to the Secretary-Executive Committee within sixty days after the conclusion of the conferences, trainings, and events for inclusion in the materials distributed to the Board as part of monthly, regular financial statement; and
- Other responsibilities designated by the Board.

#### Section 8. Vacancies

Any officer vacancy occurring during the Board Year not filled as otherwise provided for in these Bylaws shall be filled by Presidential appointment subject to confirmation by a majority of the Board with voting rights. A vacancy of an officer position may occur as a result of death, resignation, or the removal of the officer by the Board as provided by this article or Article V, Section 35.

#### Section 9. Officer-Elect Unable to Take Office before Start of Board Year

If, for any reason, an officer elected at the Spring Board Meeting fails or is unable to assume office before the beginning of the next Board Year, a special election of the Board shall be conducted, and a new officer shall be elected by a majority of the Directors with voting rights.

#### Section 10. Removal of Officer

If an officer is unable to perform the duties of the office, the Board may remove the officer from the office by vote of three-fourths of the Board in attendance at a regular or special Board Meeting.

#### Section 11. Progression of Officers

For the Secretary and Treasurer positions, there is no automatic progression from one officer position to another.

### **Article V. Board of Directors**

#### Section 1. Board Composition

The Board of Directors of the Association shall consist of:

- (i) Fifteen elected or appointed members with voting rights;
- (ii) Five members of the Executive Committee of the Board as provided in Section 4 of this Article, with voting rights;
- (iii) The Director of International Reciprocity as provided in Section 14 of this article, with voting rights;
- (iv) The International Commissioner as provided in Section 15 of this article, with voting rights;
- (v) A representative of the Past Presidents Council established pursuant to Article V, Section 13, with voting rights; and
- (vi) The presidents, or their designees, of any affiliated organization named in Article VIII, without voting rights.

Five Directors shall be elected each year for three-year terms. No appointed or elected member of the Board of Directors shall serve for more than seven consecutive years except as noted in this section. After serving six consecutive years, Directors shall not be eligible for re-election or reappointment to the Board until the expiration of two years from the termination date of their last term on the Board. This limitation does not apply to a Director who is elected or appointed as an officer or Past Presidents Council representative. In no event shall any member of the



Board with voting rights serve more than ten consecutive years, including time as an officer. Neither the Immediate Past President nor the Past Presidents Council representative shall be subject to the limitation of ten consecutive years while serving in that capacity.

#### Section 2. Duties of Board

The Board of Directors is responsible for ensuring the organization's long-term financial stability and integrity. Officers and Directors have a fiduciary obligation to the Association, and carry out their responsibilities through a duty of care, obedience, and loyalty to the Association and its mission.

#### Section 3. Vacancies

The Board shall act on all appointments made by the President to fill vacancies on the Board. If any vacancy occurs during the term of an elected or appointed Director with voting rights, the President shall fill the vacancy by appointment for the remainder of the term of that Director. The appointment shall be subject to confirmation by a majority vote of the Board of Directors. This does not apply to vacancy of the Past Presidents Council representative, which shall be filled pursuant to Section 13 of this article.

#### Section 4. Executive Committee

There shall be an Executive Committee of the Board of Directors, consisting of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. Except as otherwise provided by these Bylaws, the Executive Committee shall have the power to transact the business of the Board between meetings of the Board and undertake other duties as the Board directs, unless by vote of the Board, the Board expressly reserves the power to take a specific action. If the Board expressly reserves power to take a specific action, the reservation shall be in writing and recorded in the Policy Manual, maintained as provided by Article X.

#### Section 5. Meetings

The Board shall hold at least four business meetings annually on a

quarterly basis.

~~(i) — A meeting held immediately preceding the Annual Conference, if an Annual Conference is held, or if no Annual Conference is held, the meeting shall be held between August 1 and September 30;~~

~~(ii) — A fall meeting;~~

~~(iii) — A winter meeting; and~~

~~(iv)(i) — A spring meeting.~~

For transaction of business at a Board meeting, a quorum shall consist of a simple majority of Directors of the Board with voting rights. A majority vote of the Directors who are present and entitled to vote at any meeting of the Board shall be required to pass resolutions and transact other Board business. Directors may not vote by proxy or appoint proxies to vote on their behalf.

#### Section 6. Special Board Meetings

Special Board Meetings may be called by the President or by five members of the Board of Directors. Written notice, stating the place, day, and hour of the special meeting and the purpose or purposes for which the meeting is called, shall be transmitted electronically to the Directors at least five days before the date of the meeting. The notice shall be transmitted to the Director address of record with the Association. The business transacted at any special Board Meeting shall be restricted to that specified in the notice of the meeting, except on a simple majority vote of those present at the Special Board meeting. For transaction of business at a Special Board Meeting, a quorum shall consist of a simple majority of Directors on the Board with voting rights.

#### Section 7. Resolutions

Any member or committee of the Association may propose a resolution for consideration by the Board of Directors. Any resolution shall be submitted to the President at least ~~ten~~ seven days prior to any scheduled Board meeting.

## Section 8. Board Action

- 8.1. Unless membership approval is required, any action that could be taken at a Board Meeting may be taken without a meeting when authorized by written action either:
- (i) Approved by all Directors with voting rights or
  - (ii) Approved by the number of Directors required to take the same action at a Board Meeting at which a quorum of Directors with voting rights is present, provided that notice of the text of the written action has been provided to all Directors prior to the approval of the written action by any Director.
  - (iii) "Written action" may be accomplished through electronic media.
- 8.2. A written action is effective when approved via electronic media by the required number of Directors, unless a different effective time is provided in the written action. Any written action taken by the Board and its effective date shall be communicated to the full Board.
- 8.3. A Director may participate in a Board Meeting, or any committee designated by the Board, by any means of communication through which the Director, other persons so participating, and all persons physically present at the meeting may simultaneously hear and speak to each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting for a quorum.

## Section 9. Removal of a Director

If a Director is unable to perform the duties of the office, the Board may remove the Director from office by a vote of three-fourths of the Board in attendance at a regular or special Board meeting.

## Section 10. Membership Requirements

As a condition of membership on the Board of Directors, all Directors shall maintain an active membership of any kind in the Association during their terms.

### Section 11. Directors Bound by Policy

All Directors are bound by the policies established in the Association's Policy Manual.

### Section 12. Officer Election

The Board of Directors shall elect officers for the following Board Year during the Spring Board Meeting.

### Section 13. Past Presidents Council

Recognizing that Past Presidents constitute a valued resource and can serve the Association by providing the benefit of their experience and expertise, a Past Presidents Council is established.

- 13.1. Any Past President who is either an active Individual member of the Association or an active Honorary Life Member of the Association is a member of the Council as provided in this section.
- 13.2. To assist the various committees of the Association, the President may appoint a Past President as an advisor to a standing or regular committee, except for the Nominations and Executive committees.
- 13.3. By virtue of their service to the Association, members of the Council are entitled to participate in certain activities and be recognized for their service through various means, including:
  - (i) Attendance at Board breakfasts, dinners, and receptions;
  - (ii) A name badge identifying the member as a Past President of the Association;
  - (iii) Service as a committee advisor; and
  - (iv) Other methods as appropriate.
- 13.4. The members of the Past Presidents Council shall elect a Past President to serve as its representative on the Board,
- 13.5. Members of the Past Presidents Council shall determine the Council's policies and procedures.

13.6. The Board or Executive Committee may assign specific issues to the Council for the development of proposed policy or direct the Council to recommend proposed action to the Board.

#### Section 14. The Director for International Reciprocity

The Director for International Reciprocity shall be elected at the Spring Board Meeting by a majority of the Directors with voting rights and shall serve a three-year term. The Director for International Reciprocity shall be responsible for maintaining and developing the Association's involvement in international child support. The President shall appoint the Director to chair any committee charged with international child support professional development. The Director shall ensure that the Association's professional development offerings address both the needs of international members and U.S. members concerning international child support. The Director shall offer advice to the Board concerning the Association's participation in international conferences or committees, and in matters respecting the 2007 Hague Child Support Convention. The Board may designate the Director of International Reciprocity, the Executive Director, or the President to represent the Association at international conferences or on committees. The Director of International Reciprocity shall work with the International Commissioner identified in Section 145 of this article to increase participation of international members in the Association.

#### Section 15 The International Commissioner

The International Commissioner shall be a representative of the international community, including Europe-Africa, Asia-Pacific, the Americas at large, and shall not be a resident or citizen of the United States of America, its territories, or possessions. The International Commissioner shall be elected at the Spring Board Meeting by a majority of the Directors with voting rights and shall serve a three-year term. The Nominating Committee shall solicit nominations for this position from international members, including from the Director of International Reciprocity and members of any committee charged with international child support professional development. The International Commissioner shall work with

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the Membership Committee to develop strategies for the recruitment and retention of international members, shall participate in Board Meetings to represent an international viewpoint, and shall work with the Director of International Reciprocity to increase international participation in the Association and the ~~Annual Conference~~Leadership Symposium.

## **Article VI. Annual Conference Leadership Symposium**

### Section 1. Annual Conference Leadership Symposium

The Association may host ~~an Annual Conference~~ a Leadership Symposium at such time and place as shall be determined by the Board. Although the Association may host more than one conference each year, the Board may declare only one to be the Annual Conference Leadership Symposium. The site for the Leadership Symposium ~~Annual Conference~~ shall be selected by the Board in accordance with the requirements in the Association's Policy Manual.

### Section 2. Registration Fee

The Board shall establish the registration fee for the Leadership Symposium ~~Annual Conference~~.

## **Article VII. Committees**

### Section 1. Committees

There shall be ~~six-ten~~ sixteen standing Committees: (1) Nominating, (2) Membership, (3) Finance, (4) Audit, (5) Professional Development, ~~and~~ (6) Policy and Government Relations, (7) Communications (8) Child Support Communique (CSQ), (9) Corporate Relations, (10) Awards & Scholarships. As provided in the Association's Policy Manual, the ~~Board-President~~ may establish other ad hoc committees in addition to the standing committees. Except as otherwise provided in these Bylaws, the President shall appoint members to each Committee.

**Commented [ME3]:** Board approved inclusion of 4 additional committees as standing committees of the association.

### Section 2. Nominating Committee

Except as otherwise provided in Article V, Section 3, the Nominating Committee shall submit nominees for the various offices, including all vacant positions on the Board of Directors.

- 2.1. The Nominating Committee shall be composed of the Immediate Past President, who shall serve as the Chair, and ten members. Not fewer than two members but not more than four members of the Nominating Committee shall be current members of the Board of Directors of the Association. All members of the Nominating Committee shall be members of the Association. The President shall appoint the Nominating Committee at least sixty days prior to the Spring Board Meeting.
- 2.2. Nominations must be made with the consent of the nominee and submitted in writing to the Nominating Committee by a voting member in good standing. Self-nominations are encouraged. If a member of the Committee seeks a position on the Board, the member shall withdraw from the Committee.
- 2.3. The Board may adopt policy to establish qualifications or criteria for eligibility to serve as a Director or specifically as an officer. ~~Nominees for the Board of Directors shall, at a minimum, be Individual members of the Association at the time their nominations are submitted. Board candidates must agree to be an individual active members within 30 days of their election to the Board, and maintain the membership throughout their term.~~
- 2.4. The Nominating Committee shall review nominees for the offices of the Association. The Committee shall submit all nominees who meet the required qualifications for the various offices to the Board for vote at the Spring Board Meeting.
- 2.5. At least 30 days prior to the election, the Nominating Committee shall notify the full membership of the Association of the nominees who meet the required qualifications for vacant positions on the Board, except for Officer or Past Presidents Council representative positions. The Committee shall furnish to the membership such information as the Committee deems useful in assessing the qualifications of the nominees.

Commented [ME4]: Adjusted to align with 2021 bylaws vote.



- 2.6. Any notice required under this section may be provided to the members by publication in the Association's periodical publication, by posting on the Association's website, or electronically.

### Section 3. Membership Committee

The Membership Committee shall consist of a Chair and members appointed by the President. The Committee shall promote and develop membership in the Association, including the recruitment of new members and the retention of existing members.

### Section 4. Finance Committee

The Finance Committee shall be responsible for investigating and evaluating methods of financing the operation of the Association and investing the funds of the Association. The Committee shall report to the Board as directed. The Treasurer shall serve as Chair of the Finance Committee and the President, President-Elect, Treasurer, and Executive Director shall be members of the Finance Committee. All recommendations of the Finance Committee shall be made to the Board, which shall determine the nature and methods of financing to be utilized. The financing or funding to carry out the purposes of the Association shall include, but shall not be limited to, local, state, and federal sources and private foundations.

### Section 5. Audit Committee

The Audit Committee shall be composed of the President-Elect and four other members appointed by the President. The Committee shall ensure that the Association is in compliance with federal Internal Revenue Service regulations. The Committee duties will be in accordance with the Audit ~~Charter Policy developed~~ approved by the Board.

## Section 6. Professional Development Committee

The Professional Development Committee shall be responsible for the Association offerings related to the provision of all training opportunities, intergovernmental member sharing and affinity group activities.

## Section 7. Communications Committee

Develops and maintains communications vehicles (electronic, social media, etc.) to promote NCSEA events and programs, and encourage the engagement and participation of NCSEA members.

## Section 8. Child Support Communiqué (CSQ)

Manages the editorial process of the Child Support Communiqué (CSQ) Solicits articles, manages deadlines and authors Focuses on several specific areas.

## Section 9. Corporate Relations Committee

Works to review and expand the corporate participation and involvement in NCSEA.

## Section 10. Awards and Scholarships

Markets and promotes NCSEA Leadership Awards; reviews submissions; and recommends selection of award winners. Reviews submissions and recommends selection of the New Leader and Judge Ross Scholarship recipients. Considers and, if appropriate, recommends to the Board, candidates for special recognition.

## Section ~~7.6~~11. Policy and Government Relations Committee

The Policy and Government Relations Committee shall develop resolutions relating to the substance of the child support enforcement program and other matters related to family support. Resolutions developed by the

Committee shall be presented to the Board for adoption. All resolutions adopted by the Board shall be presented to the Association's membership by publication in the Association's periodical publication and on the Association's website.

Section ~~8~~12. ~~Special-Ad hoc~~ Committees

~~Special-Ad hoc~~ Committees may be appointed by the President as required. ~~Special-Ad hoc~~ Committees automatically terminate at the conclusion of each Board Year unless re-appointed by the new President.

Section ~~9~~13. Committee Policies

The Board may adopt policies regarding the terms of committee members, the conduct of committees and committee members, and other policies or procedures necessary for the effectiveness of committees.

**Article VIII. Ex Officio Board Members**

Section 1. Associations

National and regional associations may affiliate with the Association, and the Association may collaborate with the affiliated associations with the approval of the Board.

Section 2. NCCSD

The National Council of Child Support Directors (NCCSD) is affiliated with the Association.

Section 3. NTCSA, ERICSA, and WICSEC

The National Tribal Child Support Association (NTCSA), the Eastern Regional Interstate Child Support Association (ERICSA), and the Western Intergovernmental Child Support Engagement Council (WICSEC) are affiliated with the Association.

#### Section 4. Affiliated Associations

Affiliated associations, through each organization's elected officers and in accordance with each organization's bylaws, shall carry out the respective individual organization's purposes and business independent of the Association.

#### Section 5. Ex Officio Members

The current president of each affiliated organization, or their designee, shall serve as an ex officio member of the Association's Board of Directors, without voting rights, during their term as the organization's president.

### **Article IX. Executive Director**

#### Section 1. Executive Director

The Executive Director shall be selected by and shall serve at the pleasure of the Board. The duties and compensation of the Executive Director shall be outlined in the Association's Policy Manual.

#### Section 2. Duties

The Executive Director shall regularly inform the President, the Executive Committee, and the Board regarding the operations of the Association.

#### Section 3. Association Management Services

Notwithstanding any other provision, the Board may approve a contract for association management services under which the Executive Director and other Association staff are employees of an association management company, except that any such contract shall have provisions requiring that the selection of a person to serve as the Association's Executive Director is subject to the approval of the Board. If the Association has entered into a contract for association management services, staff of the association management company may perform the same roles as employees of the Association. If a contract for association management services is approved by the Board, the salaries, compensation, and benefits of the Executive

Director and all other employees may be determined by the association management company, not the Board. Furthermore, any expenses of the Executive Director, including the cost of bonding, shall no longer be an Association responsibility, except as may be required by a contract with such association management company.

#### Section 4. Annual Report to Membership

The Executive Director of the Association shall prepare and issue an Annual Report to the Membership of the Association as provided in this section. This report shall contain information to inform the Membership about the operation and activities of the Association. The Board shall adopt policies, which shall be published in the Policy Manual, regarding the content and distribution of the report.

### **Article X. Policies of Board**

#### Section 1. Policies

The Board may adopt policies on behalf of the Association to facilitate the operation of the Association and to provide direction and guidance to the Executive Director and staff of the Association in exercising their duties.

#### Section 2. Board Approval of Policies

Board policies may be adopted, amended, or repealed by a majority vote at a Board Meeting. All proposals to adopt, amend, suspend, or repeal Board policies must be in writing. Policy proposals may be considered by the Board at any regular business or special meeting.

#### Section 3. Absence of Policy

In the absence of specific Board policy, the Executive Director and staff are to use reasonable and prudent judgment in exercising their duties.

#### Section 4. Effect of Board Policies

Board policies are binding on the Executive Director and staff of the Association and remain binding until any policy is superseded, or amended by new Board policy or until repealed by the Board.

#### Section 5. Effective Date of Policies

A Board policy that is adopted, amended, or repealed in the method described in Section 4 of this article shall become effective immediately, unless a later effective date is contained in the language of the policy.

#### Section 6. Policy Manual

To ensure that the Board of Directors, the membership of the Association, the Executive Director, and staff are aware of all adopted board policies, the policies shall be maintained in a Policy Manual at the Association office and a copy of the Policy Manual of the Association shall be provided to every Board member and shall be published on the Association's website.

#### Section 7. Miscellaneous

The provisions of this article do not apply to actions taken pursuant to Article VII, Section 5.

### **Article XI. Amendments**

#### Section 1. Bylaws Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Association's members voting on the proposed changes to the Bylaws. Notice of proposed changes to the Bylaws must be provided in writing to the members at least thirty days before the vote. The notice may provide for voting by mail, facsimile, or electronic media ballot, conducted in accordance with such procedures as may be prescribed by the Board. Amendments may be proposed by the Board on its own initiative, or upon petition of at least five percent of the total number of votes that may be cast by members of the Association with voting rights. All proposed

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amendments shall be presented by the Board to the membership and may include a recommendation by the Board.

## **Article XII. Seal**

### Section 1. Seal

The Board may adopt a form of corporate seal and, if a seal is adopted, the Secretary is authorized to apply the seal on behalf of the corporation.

*Approved by the membership ~~June 2021~~, and effective on ~~September 1, 2021~~.*

**Commented [ME5]:** Will be updated upon approval.