



Bylaws of the National Association for College Admission Counseling

Approved by the NACAC Membership
March 2021

Table of Contents

Article	Subject	Page
I	Name and Offices	2
II	Purpose	2
III	Membership*	2
IV	Member Voting and Meeting*	4
V	Discipline	4
VI	Dues	5
VII	Affiliated Associations	5
VIII	Affiliate Presidents Council	6
IX	The Assembly*	6
X	Board of Directors*	8
XI	Board of Directors Eligibility, Nomination, and Election Process*	10
XII	Executive Office	11
XIII	Officers*	11
XIV	Chief Executive Officer	12
XV	Committees*	12
XVI	Parliamentary Authority	13
XVII	Notices	13
XVIII	Amendments	13
XIX	Indemnification	14
XX	Intellectual Property	14

* Effective March 26, 2021.

Bylaws of the National Association for College Admission Counseling

Approved by NACAC members with the Plan for Reorganization in Delaware at the General Membership Meeting, Sept. 27, 2008; amended Sept. 24, 2016; amended Sept. 29, 2018; amended Sept. 28, 2019; amended March 26, 2021.

ARTICLE I

Name and Offices

1. The name of this organization is the National Association for College Admission Counseling, Inc. (hereinafter referred to as “NACAC” or the “Association”).
2. The Association shall have such offices as may from time to time be designated by the Board of Directors.

ARTICLE II

Purpose

The purposes for which the Association is organized and operated are educational and charitable. The Association is an organization of institutions, organizations, and individuals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. NACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

ARTICLE III

Membership

1. Membership in the Association is a privilege made available to eligible institutions, organizations, and individuals.
2. Members shall support the purposes of NACAC.
3. Criteria and qualifications for each category of voting and non-voting members shall be set forth in these Bylaws and in the policies and procedures approved by the Board of Directors.
4. Voting members shall include the following:
 - a) **Educational Institutions**
 - 1) Not-for-profit two-and four-year colleges, universities, and other postsecondary institutions, accredited in accordance with policies and procedures approved by the Board of Directors.
 - 2) Primary and secondary schools listed in resources approved by the Board of Directors.
 - b) **Organizations**
 - 1) Not-for-profit community-based organizations that provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis

- 2) Not-for-profit organizations whose primary activities consist of working on a multi-state, national, or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.

c) Individuals

- 1) Persons employed by voting member institutions and organizations whose professional activities consist primarily of counseling, admission, or financial aid services.
- 2) Persons employed by a voting member eligible institution, organization, or community-based organization that is not a member of NACAC.
- 3) Independent educational consultants or counselors who are self-employed or employed by a company providing counseling, admission, or financial aid services to students and/or their parents.
- 4) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
- 5) Persons charged with supervising admission and enrollment management activities who are employed at a public university system office.
- 6) Persons charged with supervising counseling activities who are employed at a school system district office.

5. Non-voting members shall include the following:

a) Organizations

- 1) For-profit organizations that provide products and/or services to the counseling, admission, or financial aid professions or in support of students in the transition to postsecondary education.

b) Individuals

- 1) Persons employed by non-voting member institutions or organizations.
- 2) Persons who are employed by institutions, organizations, community-based organizations, school districts, or university systems that have not joined NACAC but are eligible for voting or non-voting membership.
- 3) Persons who provide teaching and/or training to professionals who work with students in the transition to postsecondary education, and are employed in a post-baccalaureate or graduate program at a not-for-profit institution accredited according to policies approved by the Board of Directors.
- 4) Students seeking careers in counseling, admission, or financial aid services.
- 5) Persons who were employed at a voting member institution or organization during the current or immediately preceding membership year who are no longer employed by any member or member-eligible institution.
- 6) Individuals who are employed by NACAC affiliates.

7. Each educational institution or organization member shall designate a principal representative who shall represent and ensure accountability and compliance of the institution or organization and may vote on matters of Association governance on behalf of the institution or organization. The

professional responsibilities of the principal representative must include supporting students in the transition to postsecondary education or providing products/services to the counseling, admission, or financial aid profession.

ARTICLE IV

Member Voting and Meetings

1. Only voting members in good standing on the sixtieth (60) day prior to the start of the voting window as established by the Board of Directors shall be eligible to vote. Members may vote using any method or combination of methods set forth in these Bylaws or in the policies and procedures approved by the Board of Directors.
2. Individual voting members may elect to hold voting NACAC membership either in the affiliated association ("Affiliate"), as defined in these Bylaws, where the institutions or organizations that employ them is located, or in the Affiliate where the voting members perform the majority of their professional duties.
3. Retired voting members may elect to hold NACAC membership either in the Affiliate where they held NACAC membership at the time of their retirement, or in the Affiliate where they have established their principal residence.
4. The President, with the approval of the Board of Directors, shall call the membership to the annual meeting of the membership held at the Association's national conference.
5. The President, with the approval of the Board of Directors, shall call the membership into a special membership meeting upon the request of two-thirds (2/3) of the entire Board of Directors or one-tenth (1/10) of the members eligible to vote. The Board of Directors may decide to conduct the meeting in person or electronically. In such case, NACAC shall prepare and distribute by mail, electronically, or other reasonably acceptable method or methods, ballots to all eligible voting members. Ballots shall be distributed not less than thirty (30) and not more than sixty (60) days prior to the last date of voting.
6. Notice of every annual and special membership meeting shall be given to each member not less than (30) days but not more than sixty (60) days, before the meeting.
7. Notice of a special meeting shall state the purposes for which the meeting is called.
8. By a majority vote of the entire Board of Directors, the Board may postpone or cancel the annual membership meeting if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting.
9. One-tenth (1/10) of the eligible voting members of NACAC shall constitute a quorum for voting purposes.
10. For a special meeting of the members at which a vote will take place, one-tenth (1/10) of all the members of NACAC eligible to vote must submit a ballot or electronic platform submission to constitute a quorum for the transaction of business at this meeting.

ARTICLE V

Discipline

Any member of the Association may be censured, suspended, or expelled by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors for failure to comply with

the provisions of these Bylaws, Association policies, or for other good cause. Any member proposed for discipline shall be provided due process in accordance with policies and procedures approved by the Board of Directors.

ARTICLE VI

Dues

The Board of Directors shall establish annual membership dues for voting and non-voting members and categories thereof.

ARTICLE VII

Affiliated Associations

1. An affiliated association (“Affiliate”) is a separately incorporated or organized group that operates within a defined geographic territory (as set forth in this Article VII) and is recognized by the Board of Directors and which engages in activities consistent with the charitable and educational mission of the Association.
2. Affiliates shall have the rights and privileges as set forth in these Bylaws and in policies and procedures approved by the Board of Directors.
3. The Board of Directors may grant Affiliate status to those organizations that meet, and continue to meet, the requirements set forth below and in the policies and procedures of NACAC. An Affiliate must:
 - a) have twenty (20) or more NACAC voting members, ten (10) of whom must be principal representatives of institutions or organizations;
 - b) demonstrate that at least two-thirds (2/3) of the NACAC voting members in the proposed Affiliate support affiliation with NACAC;
 - c) use the words “Association for College Admission Counseling,” or if outside the United States, a reasonably acceptable alternative, as part of its formal legal name;
 - d) have as its President a NACAC voting member from that Affiliate;
 - e) be established and operated under applicable laws as a separate, legal entity; and
 - f) be organized and operated exclusively for charitable or educational purposes.
4. Each Affiliate shall be separate and distinct from NACAC. Neither the Association nor the Affiliate is authorized to incur any liability, obligation, or expense on behalf of the other, or to represent to any third-party that it is an agent of the other party. NACAC and each Affiliate shall be responsible for its own liabilities, obligations, and/or expenses.
5. States or regions may choose to form an affiliate within the United States provided:
 - a) no more than one Association is chartered for affiliation in any state; and
 - b) regional Affiliates are formed by neighboring states.
6. Affiliates may be formed outside the United States.
7. There shall be no overlapping between or among the geographic territories of the Affiliates.

8. The NACAC Board of Directors has the authority to approve the establishment of any new Affiliates with a two-thirds (2/3) vote.
9. An Affiliate's charter may be placed on probation, suspended, or terminated for the Affiliate's failure to comply with these Bylaws or Association policies or for other good cause by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors. Any Affiliate proposed for probation, suspension, or termination shall be provided due process according to policies and procedures approved by the Board of Directors.

ARTICLE VIII

Affiliate Presidents Council

1. There shall be an Affiliate Presidents Council comprised of the Presidents, Presidents-Elect, and Immediate Past Presidents of the Affiliates.
2. The purpose of the Affiliate Presidents Council shall be to serve as a forum to facilitate communication between NACAC and the Affiliates, and among the Affiliates.
3. The Affiliate Presidents Council shall be chaired by a former member of the Affiliate Presidents Council in the year immediately following their term as Affiliate Immediate Past President, who shall be referred to as the Affiliate Presidents Council Coordinator and shall serve a one-year term. The Affiliate Presidents Council Coordinator must be a voting member or principal representative of a NACAC voting institution or organization in good standing.
 - a) The Affiliate Presidents Council Coordinator shall preside over meetings of the Affiliate Presidents Council and shall serve as a voting member of the Board of Directors and a member of the Executive Committee of the Board of Directors.
 - b) The Affiliate Presidents Council shall annually elect a Coordinator-Elect who will automatically succeed to the position of Affiliate Presidents Council Coordinator at the end of the term of the current Affiliate Presidents Council Coordinator.
 - c) In the event the Affiliate Presidents Council Coordinator cannot complete their term, the Coordinator-Elect shall succeed to the position of Affiliate Presidents Council Coordinator and serve the unexpired term of the former Council Coordinator, and then a full term as Council Coordinator.
 - d) In the event the Coordinator-Elect cannot complete their term, the Affiliate Presidents Council shall elect a new Coordinator-Elect.

ARTICLE IX

The Assembly

1. There shall be an Assembly responsible for:
 - a) Amending the *Guide to Ethical Practice in College Admission*.
 - b) Making recommendations to the Board of Directors on Association-related matters including, but not limited to, those related to the Association's budget and membership dues.
2. Amendment of the *Guide to Ethical Practice in College Admission* shall require a two-thirds (2/3) vote of the Assembly, provided a quorum is present.

3. These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board shall notify members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.
4. The Assembly shall consist of the following:
 - a) Delegates elected by NACAC voting members in good standing from each Affiliate subject to the following:
 - 1) At least one of the delegates from each Affiliate must be a person serving in the Affiliate's Presidential cycle as President, President-Elect, or Immediate Past President.
 - 2) Any other person serving in the Affiliate's Presidential cycle as President, President-Elect, or Immediate Past President may serve as an Assembly delegate.
 - 3) An Assembly delegate who is serving in the Affiliate's Presidential cycle may be elected by the voting members of the Affiliate to serve as an Assembly delegate while serving in the Affiliate's Presidential cycle.
 - 4) An Assembly delegate who is not serving in the Affiliate's Presidential cycle must be elected by NACAC voting members from the Affiliate to serve as an Assembly delegate for a three-year term.
 - b) The NACAC Board of Directors.
5. Each delegate and alternate delegate shall be a NACAC voting member in good standing in the represented Affiliate by July 15 immediately preceding the next annual meeting of the Assembly. In order to remain a delegate of the Assembly, an incumbent must continue to be a NACAC voting member in good standing or the principal representative of a NACAC voting institution or organization member in good standing in the Affiliate represented through their term of service. However, an incumbent shall have one hundred eighty (180) days following a change in employment to become a NACAC voting member or the principal representative of another NACAC voting institution or organization member within that Affiliate without forfeiting the incumbent's delegate status.
6. Only one person employed by any member organization or institution shall serve as a delegate from a specific Affiliate in the same Assembly. However, no more than two members from any one institution or organization shall serve as a delegate in any Assembly, even if they represent different Affiliates.
7. The total number of delegates and the number of delegates representing each Affiliate in the Assembly shall be determined as follows:
 - a) Each Affiliate shall have two (2) fixed delegate positions.
 - b) The total number of additional delegates shall be the difference between two hundred (200) and the total number of fixed delegates for all Affiliates.
 - c) Additional delegates shall be allocated to each Affiliate based on the proportion of NACAC voting members in the Affiliate determined by dividing the average number of NACAC voting members in the Affiliate as they stand on December 31 of each year, for the three preceding years, by the average number of NACAC voting members as they stand on December 31 of each year, for the three preceding years, rounded to four decimal places and

multiplying the result by the total number of additional delegates determined in IX.6.b) and rounding the product to the nearest whole number.

- d) Notwithstanding the foregoing, each Affiliate shall have a minimum of three (3) delegates.
 - e) The total number of delegates may vary each time the official count is prepared in accordance with Article IX.7.
8. Every three years, the Chief Executive Officer shall:
- a) Prepare an official count of voting NACAC members from the preceding three years in each Affiliate to determine the number of delegates to which each Affiliate is entitled.
 - b) Provide written notice to each Affiliate of its authorized number of delegates as soon as feasible after the official count.
9. A chief delegate shall be elected or appointed by the Affiliate from among the delegates representing each Affiliate's delegation.
10. Affiliates shall elect or appoint sufficient numbers of alternate delegates to fill delegate vacancies.
11. A Board Director shall not be considered to be a delegate to the Assembly representing an Affiliate.
12. The President, with the approval of the Board of Directors, shall call the annual meeting of the Assembly. The annual meeting of the Assembly shall be held at the Association's national conference.
13. The President shall call the Assembly into a special Assembly meeting with the approval of the Board of Directors by an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors or with the approval of the Assembly by an affirmative vote equal to two-thirds (2/3) of the entire Assembly. The Board of Directors may determine that a special meeting shall be conducted using a special proxy ballot. In such case, the NACAC office shall prepare and distribute, by mail, electronic transmission, facsimile, or other reasonably acceptable method, proxy ballots to all persons entitled to vote in the Assembly. Proxy ballots shall be distributed not less than thirty (30) and not more than sixty (60) days prior to the date of final vote count.
14. Notice of every annual and special Assembly meeting shall be given to each person entitled to vote at such meeting not less than thirty (30) days but not more than sixty (60) days before the meeting.
15. By an affirmative vote equal to a majority vote of the entire Board of Directors, the Board may postpone or cancel the annual meeting of the Assembly if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting. Under such circumstance, the Board of Directors may direct the Chief Executive Officer to send out special proxy ballots as set forth in the Bylaws. The quorum and voting requirements for special proxy ballots for the Assembly shall apply to Assembly proxy balloting described in this section.
16. A majority of those entitled to vote in the Assembly shall constitute a quorum.

ARTICLE X

Board of Directors

1. The Board of Directors of NACAC shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
 - a) Oversee the administration of the Association.

- b) Exercise financial stewardship over the Association.
 - c) Determine the annual budget and establish annual membership dues.
 - d) Establish the fiscal year of the Association.
 - e) Establish and enforce policies and procedures of the Association.
 - f) Provide a proposed annual budget and anticipated changes to membership dues to the Assembly prior to Board adoption.
 - g) Amend these Bylaws and the *Guide to Ethical Practice in College Admission* by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.
 - h) Perform other duties as defined in these Bylaws.
2. The Board of Directors shall consist of the following persons:
 - a) President, President-Elect, and Immediate Past President (the “Officers”) elected by eligible voting members;
 - b) Eight Directors elected by the eligible voting members;
 - c) Affiliate Presidents Council Coordinator; and
 - d) Up to three Directors appointed by the Board of Directors who may or may not be NACAC members.
 3. The Officers, the elected Directors, and the Affiliate Presidents Council Coordinator must be voting members or principal representatives of NACAC voting institution or organization members in good standing within NACAC.
 4. Elected Directors who are not Officers shall serve a three-year term and shall be divided into three classes, as nearly equal in number as possible. The term for one class shall expire each year.
 5. Appointed Directors shall serve for a one-, two-, or three-year term as determined by the Board of Directors.
 6. All Directors shall be entitled to full membership privileges in the Assembly and membership meetings.
 7. The balance of an unexpired term of any elected Director who is not an Officer shall be filled from persons eligible under these Bylaws. The unexpired term shall be filled by appointment by the President, subject to approval by the Board of Directors.
 8. The Board of Directors may designate one or more committees of the Board, each consisting of one or more Directors and chaired by a Director. Except for the Executive Committee (as described in Article XII), Board committees shall be advisory and not have any of the authority of the Board of Directors.
 9. Eligible Voting members shall have the right to remove an Officer or elected Director in accordance with applicable state law. Any Officer or elected Director proposed for removal shall be provided due

process in accordance with policies and procedures approved by the Board of Directors. The removal of an Officer or elected Director shall require a vote of at least one-tenth (1/10) of all eligible members, with a majority voting in the affirmative. The Board of Directors shall have the right to remove a Director appointed by the Board at any time.

10. Regular meetings of the Board of Directors shall be fixed each year in advance by resolution of the Board.
11. The President may call a special meeting of the Board of Directors at any time. The President must call a special meeting of the Board of Directors upon the request of a majority of the members of the Board of Directors.
12. Notice of every special meeting of the Board of Directors shall be given to each Board Director at least forty-eight (48) hours before such meeting.
13. Any one or more Directors may participate and vote in a meeting of the Board by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
14. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing or by electronic mail. All written or electronic mail consents shall be filed with the minutes of the Board's proceedings.
15. A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE XI

Board of Directors Eligibility, Nomination, and Election Process

1. Persons eligible for election to the Board of Directors must be NACAC voting members in good standing, principal representatives of a NACAC voting institution, or organization members in good standing for five years prior to assuming office.
2. No member shall serve simultaneously as an Officer, Director, or comparable position in both NACAC and an Affiliate.
3. In order to remain as an Officer or elected Director, an incumbent must continue to be a NACAC voting member in good standing, or the principal representative of a NACAC voting institution, or an organization member in good standing through their term of service; however, an incumbent Officer or elected Director shall have one hundred eighty (180) days following a change in employment to become a NACAC voting member or the principal representative of another NACAC voting institution, or organization member without forfeiting Officer or elected Director status.
4. The Governance and Nominating Committee shall present to the eligible voting membership a slate of one or more nominees for each Officer and elected Director position to be filled. Further nominations may be made in accordance with these Bylaws. If one or more of the slated nominees withdraws before the election, the Governance and Nominating Committee may select another nominee for the slate up to the time of the election.
5. Additional eligible candidates may run for Officer or elected Director positions by submitting to the Governance and Nominating Committee, not less than thirty (30) days prior to the start of voting, materials prescribed by the Governance and Nominating Committee and a written petition signed by the number of NACAC voting members equal to or greater than one-tenth (1/10) of the total number of eligible voting members on June 1 of the prior year. Signatures may be submitted in writing or electronically.
6. No write-in candidates will be permitted on the election ballot.

7. Elections for applicable Officers and Directors shall be held prior to the annual meeting of the membership convened at the national conference or any meeting substituting for the national conference meeting as follows:
 - a) The election shall be conducted electronically or by using any method or combination of methods set forth in these Bylaws or in the policies and procedures approved by the Board of Directors.
 - b) A plurality vote shall determine the winner of an election. In the case of a tie, further balloting shall be conducted to break that tie.
 - c) Officers and elected Directors shall take office at the close of the annual membership meeting or any meeting substituting for the national conference meeting in the year of their election and shall continue to serve until their successors are elected and take office.

ARTICLE XII

Executive Committee

There shall be an Executive Committee, which subject to the limitations set forth by law and these Bylaws, may exercise the authority of the Board in between Board meetings. The Executive Committee shall be chaired by the President and shall include the President-Elect, Immediate Past President, the Affiliate Presidents Council Coordinator, and the chairs of all Board committees. The Chief Executive Officer of NACAC shall be an ex-officio, non-voting member of the Executive Committee. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.

ARTICLE XIII

Officers

1. There shall be a total of three Officers—the President, the President-Elect, and Immediate Past President—as set forth below. Each Officer shall serve for a term of one year in each respective office. Upon the expiration of their respective terms, the current President shall automatically succeed to the office of Immediate Past President and the President-Elect shall automatically succeed to the office of President. The Board may appoint one or more current Board Directors to serve as secretary or treasurer, as necessary.
2. The President shall be the principal elected officer of the Association and shall:
 - a) Call and preside at meetings of the Association, the Assembly, the Board of Directors, and the Executive Committee.
 - b) Serve, along with the Chief Executive Officer, as the official spokesperson for the Association.
 - c) Appoint eligible persons to replace any vacancies that occur in the committees of the Association during their term, subject to the approval of the Board of Directors, except as provided in these Bylaws.
 - d) Appoint persons to serve on special committees, which shall include task forces, panels, and other bodies, subject to the approval of the Board of Directors.
 - e) Appoint an eligible person to replace a vacancy in an unexpired term of an elected Director who is not an Officer, subject to the approval of the Board of Directors.

- f) Serve as an ex-officio, non-voting member of all committees except the Governance and Nominating Committee.
3. The President-Elect shall be elected annually and shall succeed to the office of President, and then to the office of Immediate Past President. The President-Elect shall:
 - a) Assume the duties of the President upon the absence or inability of the President to serve.
 - b) Succeed to the position of President in the event the President cannot complete their term, and shall serve the remainder of the vacating President's term, and then a full term as President.
 - c) Appoint chairs and members to fill vacancies that will occur on standing committees during their term as President, in consultation with the President and Immediate Past President, subject to the approval of the Board of Directors. All such appointments shall take effect after the approval of the Board and the commencement of the President-Elect's term as President.
 4. In the event of a vacancy in the office of President-Elect, the unexpired term of the President-Elect shall be filled from persons eligible under Article XI by an appointment of the President subject to the approval of the Board of Directors. The appointee shall serve only until the conclusion of the next annual meeting of the membership or any meeting substituting for the national conference meeting upon which the new President and President-Elect shall take office.
 5. The Immediate Past President shall serve for one year as a member of the Governance and Nominating Committee and then the following year as chair of that committee.
 6. In the event of a vacancy in the office of Immediate Past President, the position will remain vacant.

ARTICLE XIV

Chief Executive Officer

The Chief Executive Officer shall be employed by the Board of Directors to conduct the business of NACAC and to administer its headquarters office in accordance with policies and procedures established by the Board of Directors. The Chief Executive Officer's employment or dismissal and all matters related thereto shall require a majority vote of the entire Board of Directors. The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board of Directors, Executive Committee, and all committees except Governance and Nominating Committee.

ARTICLE XV

Committees

1. There shall be the following standing committees for the operation of the Association:
 - a) The Admission Practices Committee shall review and recommend amendments to the *Guide to Ethical Practice in College Admission* and related documents to the Assembly. The committee will also promote the practices outlined in the *Guide to Ethical Practice in College Admission*.
 - b) The Finance Committee shall provide recommendations to the Board of Directors on financial and budgetary policies and issues, and on the annual budget.
 - c) The Governance and Nominating Committee shall recommend amendments to the Bylaws for submission to the membership, subject to the approval of the Board of Directors. This committee shall also review all other proposed amendments to the Bylaws and provide

recommendations to the Board of Directors. The Governance and Nominating Committee shall nominate a slate of one or more nominees for each elected position on the Board of Directors to be elected for such year, and shall appoint the Chief Teller and Assistant Chief Teller. The committee shall make recommendations to the Board of Directors for membership criteria. The committee shall oversee a process to ensure that governing documents of the Affiliates meet NACAC requirements.

2. The Board of Directors may create or dissolve other standing or special committees as it deems necessary to carry out the work of the Association.
3. Each standing committee of the Association shall consist of seven NACAC voting members including the chair, all of whom are appointed by the appropriate Officer as specified in these Bylaws and approved by the Board of Directors except as described below. The Governance and Nominating Committee shall include the Immediate Past President, the person who most recently served as Immediate Past President of NACAC, and five current or former Assembly delegates appointed by the appropriate Officer as specified in these Bylaws and approved by the Board of Directors. The person who most recently served as Immediate Past President shall serve as chair of the Governance and Nominating Committee. If the person who most recently served as Immediate Past President is unable or unwilling to chair the Governance and Nominating Committee, the Immediate Past President shall succeed to the position of chair and shall serve the remainder of the vacating chair's term and then a full term as chair.
4. The Board of Directors may remove any member of a committee.

ARTICLE XVI

Parliamentary Authority

The latest edition of *Robert's Rules of Order* shall govern all meetings of NACAC when they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XVII

Notices

The *NACAC Bulletin*, or any successor publication, shall be the publication for official notices of the Association and may print or electronically transmit to all members official notices of the Association. In addition, notices of and concerning Board, Membership, and Assembly meetings and other Association business may be transmitted to members and delegates by electronic means unless only a Director's, member's, or delegate's postal mailing address or facsimile number is on record with NACAC, in which event US First Class mail or facsimile number may be used.

ARTICLE XVIII

Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the NACAC voting members, provided a quorum is present as specified in these Bylaws, and notice of any proposed amendment has been given to each member not less than thirty (30) days, but not more than sixty (60) days prior to the date of such meeting or the final vote count. The Board of Directors may provide its recommendation to the voting members regarding any proposed amendment of the Bylaws by the NACAC voting members.

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board

shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.

ARTICLE XIX

Indemnification

NACAC shall indemnify any persons who are serving or have served as NACAC Officers, Directors, employees, agents, or other persons who are or have served at NACAC's request as Officers, Directors, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law. NACAC may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.

ARTICLE XX

Intellectual Property

The use of all NACAC intellectual property, including but not limited to the Association's name, acronym, and logo, shall be determined by policies and procedures adopted by the Board of Directors.