Approved at the 2019 Annual Membership Meeting
September 28, 2019, 3 p.m.- 5 p.m.

Article IX. Assembly

APPROVED

The Assembly
1. There shall be an Assembly responsible for:
   a) Electing Association Officers and Directors as defined in these Bylaws.
   b) Amending the Code of Ethics and Professional Practices.
   c) 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 Code of Ethics and Professional Practices 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 the 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.

*Changes to Article IX are effective immediately.*