

By-laws of the National Association of Fellowships Advisors (NAFA)

Article I. Headquarters

Section A. The headquarters of NAFA shall be the institution, agency or other place of employment with which the Treasurer is affiliated.

Article II. Membership Dues and Conference Fees

Section A. Annual dues for individual voting members shall be \$150. Annual dues for institutional memberships shall be \$200.

Section B. Registration fees and payment deadlines for the biennial national conference shall be determined by the Executive Council upon the recommendation of the Conference Planning Committee.

Section C. Reasonable and appropriate fees for regional conferences or other NAFA-sponsored meetings may be established by the Executive Council.

Section D. Changes in annual membership dues may be proposed by a majority vote of the Executive Council and must be approved by a majority vote of the NAFA membership.

Article III. Duties of the Executive Council

Section A. The Executive Council shall advise the President in setting the agenda for Council meetings.

Section B. The Executive Council is responsible for establishing and charging standing committees and *ad hoc* committees.

Section C. The Executive Council shall advise and assist the Vice President in planning the biennial conference.

Section D. The Executive Council, upon recommendation by the Conference Planning Committee, shall establish registration fees and payment deadlines for the biennial national conference and for other NAFA-sponsored meetings.

Section E. The Executive Council shall receive and approve reports of standing committees and *ad hoc* committees.

Section F. The Executive Council shall meet immediately prior to and following the regular business of the biennial conference, and at other such times and locations as deemed appropriate by the President.

Section G. The Executive Council shall approve the annual budget and approve expenditures recommended by the Treasurer.

Section H. Actions and decisions of the Executive Council shall be regularly reported to the NAFA membership.

Section I. A simple majority of the members of the Executive Council shall constitute a quorum.

Section J. During meetings of the Executive Council, proxy voting may be permitted only upon the express written permission of the proxy grantor.

Section K. The current and latest revision of Robert's *Rules of Order* shall be the parliamentary authority governing all meetings of the Executive Council.

Article IV. Standing Committees

Section A. Committees designated as "standing" are established by the Executive Council and shall exist until such time as they may be terminated by the Executive Council.

Section B. Standing committee chairs are appointed by the President to serve one-year terms.

Section C. Persons serving as members of standing committees must be dues-paying NAFA members.

Section D. Each standing committee shall consist of no fewer than three members (not including the chair), appointed by the President upon the recommendation of the committee chair.

Section E. At the time of approval of these bylaws, standing committees include the following:

- 1. Conference Planning.** This committee is responsible for planning and organizing the biennial national conference and other special programs and meetings. The committee shall also recommend a conference budget to the Executive Council. The Vice President shall serve as chair.
- 2. Constitution and Bylaws.** This committee regularly reviews the Constitution, Bylaws and other documents that may be developed pursuant to the governance of NAFA. The committee also recommends Constitution and Bylaws changes to the Executive Council and to the general membership.
- 3. Nominations and Elections.** This committee is responsible for developing lists of candidates for the offices of Vice President-President Elect, Secretary and Treasurer and for seats on the Executive Council. The committee shall also supervise the counting of ballots at the biennial meeting and certify the results of elections to the President and members of the Executive Council.
- 4. Publications.** This committee is responsible for maintaining the official NAFA web site, producing a newsletter, and developing other publications for dissemination to NAFA members and to appropriate non-member constituencies.

Article V. Dissolution and Distribution of Assets

Section A. In conformity with the legal requirement to designate an heir (or heirs) should the National Association of Fellowships Advisors cease to function as a corporation as specified in its Articles of Incorporation, it is hereby resolved that said heirs shall be those dues-paying non-profit institutional members of NAFA who are in good standing one year prior to the lawfully recognized dissolution of NAFA. The heirs are to share equally in the estate of the National Association of Fellowships Advisors at its dissolution after all outstanding financial obligations of the organization shall have been met. The heirs shall not be liable for any debts or other obligations incurred by the National Association of Fellowships Advisors during its existence.

Article VI. Indemnification of Officers

Section A. Indemnification shall be provided by the National Association of Fellowships Advisors for each officer, employee, or agent of the organization, such as is allowable by the laws of the appropriate jurisdiction and which are reasonably incurred in connection with any action, suit, or proceeding, completed, pending, or threatened in which such officer, employee, or agent of the organization may be involved by reason of his/her position with NAFA, by the purchase of insurance, provided that such persons agree in writing to the purchase of such insurance protection.

Article VII. Amendments

Section A. Amendments to these bylaws may be proposed either by a majority of the Constitution and Bylaws Committee, or by petition of at least ten (10) NAFA members.

Section B. Ratification of proposed amendments to these bylaws requires the approval of two-thirds of the NAFA membership, provided that the ballots cast constitute a majority of active members. The Executive Council shall determine the appropriate method of balloting.