

# **Proposed REVISED by-laws For Review by NAFA Membership June, 2009**

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. Changes in annual membership dues may be proposed by a majority vote of the Board and must be approved by a majority vote of the NAFA membership.

**Section B.** Registration fees and payment deadlines for the biennial national conference shall be determined by the Board upon the recommendation of the Conference Planning Committee. Reasonable fees for regional conferences or other NAFA-sponsored meetings will be established by the Board in concert with the appropriate planning committee chairs.

## **Article III. Duties of the Executive Board**

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

**Section B.** The Board shall establish and charge all standing committees and *ad hoc* committees.

**Section C.** The Board shall advise and assist in planning the biennial conference.

**Section D.** The Board shall receive and approve reports of standing committees and *ad hoc* committees.

**Section E.** The Board 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 F.** The Board shall approve the annual budget and approve expenditures recommended by the Treasurer.

**Section G.** Actions and decisions of the Board shall be regularly reported to the NAFA membership.

**Section H.** A simple majority of the members of the Board shall constitute a quorum.

**Section I.** During meetings of the Board, proxy voting may be permitted only upon the express written permission of the proxy grantor.

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

**Section K.** The Board will regularly review the Constitution, By-laws and other documents developed pursuant to governance of NAFA. Changes will be recommended to the general membership.

#### **Article IV. Standing Committees**

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

**Section B.** Standing committee chairs are appointed by the President to serve two-year terms or longer as designated by the President.

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

**Section D.** The President shall determine the chair of each standing committee, in consultation with the Board.

**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 Board.
- 2. 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 Board. 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 Board.
- 3. Finance Committee.** This committee will be chaired by the Treasurer. It will oversee the revenues and expenses of NAFA, recommend to the Board uses for reserve funds, and advise on the financial implications of significant actions, such as hiring employees.
- 4. Publications and Technology.** This committee will be chaired by the Communications Director. It is responsible for maintaining the official NAFA web site 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 as determined by the Executive Committee 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 board, 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 Board shall determine the appropriate method of balloting.