

NATIONAL ASSOCIATION OF FELLOWSHIPS ADVISORS

BY-LAWS

ARTICLE 1. NAME

The association of fellowships advisors shall be known as the National Association of Fellowships Advisors (NAFA).

ARTICLE 2. PURPOSE

The purpose of the NAFA is to provide its membership with access to information concerning national undergraduate and graduate grants, scholarships, and fellowships, as well as the foundations and agencies that support them. NAFA also provides a format for the exchange of ideas concerning the application process, scholarship foundations, and the ethical issues related to scholarship advising. The long-term goal is to provide support for faculty and staff who are assisting students through the process of applying for grants, scholarships, and fellowships.

ARTICLE 3. MEMBERSHIP

Section A. Membership

The membership of NAFA shall consist of full members and affiliate members.

Full members are those who are fellowships advisors in higher education or non-profit organizations. NAFA membership is limited to faculty and staff who are advising (or have advised) students on one or more grants, scholarships, or fellowships. Full members shall have access to all publications, may belong to the listserv, may participate in general membership meetings, and will receive an annual report on NAFA activities, which will include minutes from executive and general membership meetings, a detailed budget and budget narrative, dates of future meetings, and association announcements.

Affiliate members are those who are interested staff from non-profit fellowship organizations, foundations, or government agencies. Affiliated members may have access to all organization publications, may belong to the listserv, and may participate in general membership meetings.

Section B. Membership Terms

Membership is offered on an individual basis and must be renewed annually.

Section C. Institutionally Funded Membership

Memberships that are paid by a member's employing institution/organization are considered

institutionally-funded memberships. These memberships may be transferred to another individual employed at the funding institution/organization at the request of the institution/organization.

ARTICLE 4. MEETINGS

Section A. General Membership Meetings

NAFA will provide the opportunity for its membership to meet at least once every two years. This meeting may serve as both a general membership meeting and as an information-oriented conference. The Biennial Meeting of the membership shall be held at such time and place as shall be determined by the NAFA Board. Notice of the General Membership Meeting will be given by secretary to each member of record as of the date of the notice sent stating the place, day, and hour of such meeting by written or electronic notice at least four (4) months before the date of the meeting.

During General Membership Meetings, proxy voting may be permitted only upon the express written permission of the proxy grantor or their duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein.

Section B. Special Meetings of Membership

Special meetings of the membership for any purpose or purposes may be called at any time by the President, Board, or at the written request of forty or more members of NAFA. Written or electronic notice of the Special meeting of the membership will state the place, day, hour, the purpose or purposes for which the meeting is called. This notice shall be electronically sent or mailed by the Secretary at least ten (10) days before the date of the meeting to each member of record as the date of the notice sent. Notice of any such meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

Section C. Quorum

Quorum is defined as a 10% of the membership in good standing or the minimum required by Indiana non-profit code, whichever is lower.

Section D. Voting

Members of NAFA in good standing shall be entitled to one vote.

Section E. Parliamentary Rules

Robert's Rules of Order shall be the governing parliamentary law of NAFA in all cases not provided for in other policies or governing documents.

ARTICLE 5. GOVERNANCE

Section A. Officers

The Officers of NAFA shall be the President, Vice President, Secretary, Treasurer, Foundation Liaison, and Communications Director. Officers will meet at least twice per calendar year, with minutes kept for all such meetings. Officers shall serve without compensation. Officers must be NAFA members in good standing.

Section B. Officer Duties

The President shall preside at all meetings of the NAFA general membership and at all meetings of the Board, and shall perform such other duties as may be assigned by the Board. The President shall see that all orders and resolutions of the Board are executed, serving as an ex-officio member of all committees.

The Vice President shall assume the duties of the President in the President's absence, shall participate actively in planning all conferences and special meetings, and shall assume the office of President at the end of the two-year term as Vice President.

The Secretary shall be responsible for keeping minutes of meetings, giving due notice of meetings, and contributing to conference planning.

The Treasurer shall have custody of NAFA's funds and securities, keep full and accurate accounts of receipts and disbursements, be responsible for creating annual reports of income and expenses for the Board and the general membership, and make recommendations on expenditures.

The Foundation Liaison shall serve in an advisory capacity and shall assist in coordinating special programs involving scholarship foundations and agencies. A co-Foundation Liaison may be appointed.

The Communications Director shall oversee communications as determined by the Board. A co-director may be appointed.

Section C. The Board

The Board shall be composed of the Officers and ten additional at-large Board Members. All Board Members must be NAFA members in good standing.

Section D. Duties of the Board

There shall be at least two regular meetings of the Board per calendar year. 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. Special meetings of the Board may be called by the President by giving at least ten (10) days' notice to each Board Member. Special meetings shall be called by the President in like manner and on like notice upon written request of any six Board Members.

Notice of the regular Board Meeting will be given by the President to each Board member of record as of the date of the notice sent stating the place, day, and hour of such meeting by written or electronic notice at least four (4) weeks before the date of the meeting.

Written or electronic notice of the Special meeting of the Board will state the place, day, hour, the purpose or purposes for which the meeting is called. This notice shall be electronically sent or mailed by President at least ten days before the date of the meeting to each Board member of record as the date of the notice sent. Notice of any such meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

A simple majority of the members of the Board shall constitute a quorum. During meetings of the Board, proxy voting may be permitted only upon the express written permission of the proxy grantor or their duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein.

The Board shall approve the annual budget and approve expenditures recommended by the Finance Committee, and will set dues for its membership. Actions and decisions of the Board shall be regularly reported to the NAFA membership.

The Board will regularly review the by-laws and other documents developed pursuant to governance of NAFA. Changes will be recommended to the general membership.

Section E. Elections and Term of Office

The Vice President, Secretary, Treasurer, and Board Members will be elected by a plurality of voting NAFA members.

The Vice President shall serve a term of two years. For the sake of continuity, the Vice President will then assume the role of President for two years.

The Secretary shall serve a term of two years. The Treasurer shall serve a term of four years. The Secretary and Treasurer may each be elected to two terms, and those terms may be consecutive. The Secretary may serve a total of four consecutive years, and the Treasurer may serve a total of eight consecutive years.

The Communications Director(s) and Foundation Liaison(s) shall be appointed by the incoming President.

Officers who have completed terms of service may stand for re-election or be appointed to the same or other officer positions after two years out of office. The only exception to this rule is that the Secretary and Treasurer may run for Vice-President immediately after their term of service ends.

Ten Board Members will be elected for rotating four-year terms (i.e., every two years five Board

members will be replaced). Board members can be elected to more than one term on the Board, but not two consecutive terms.

The newly-elected Officers and Board Members take office at midnight following the certification and public announcement of the election results during the biennial general membership meeting.

The Board shall name a nominating committee to propose to the membership a slate of officers and Board members. The nominating committee (after the first two years of NAFA's existence) shall consist of the retiring president, who shall serve as the nominating committee chairperson; two members of the Board who are not officers; and two NAFA members not currently serving on the Board.

Section F. Resignation, Vacancy, or Removal

An Officer or Board Member may resign at any time by filing a written letter of resignation. Any Officer or Board Member can be removed by a 2/3 vote of the Board. In all cases of vacancy, the President will appoint a replacement, subject to confirmation by a majority vote of the Board. Any Board Member who is appointed to fill a vacancy for less than a full four-year term may stand for election at the end of their appointed term.

If the President vacates the office for any reason, the Vice President will become President for the remainder of the current term and will continue as President for the following full two-year term. They will appoint a new Vice President, who can assume the office upon confirmation by a simple majority vote of the Board. The new Vice President may stand for election to a full term to follow their appointment term.

Section G. Minutes

Written minutes will be kept of all meetings of the membership, the Board meetings, and meetings of appointed or elected committees or subcommittees. Committees and subcommittees will submit a copy of the minutes to the Board. Minutes of the general membership meetings and Board meetings will be made available to all members.

Section H. Employment

The NAFA Board has the authority to establish and hire additional officers, executive positions, employees, and individuals to assist in running day to day operations of the organization, including an Executive Director. The Board has the power to terminate the employment of individuals holding these positions, with or without cause. All employment processes should comply with relevant local, state, and federal laws, and internal policies. The salaries and other remuneration of employees or contractors shall be determined by the Finance Committee and are subject to approval of the Board.

Section I. Indemnification

To the greatest extent not inconsistent with the laws and public policies of Indiana, the Company shall indemnify any Board Member made a party to any proceeding because the individual is or was a Board Member as a matter of right, against all liability incurred by the individual in connection with any

proceeding; provided that it shall be determined in the specific case in accordance with Section D of this Article that indemnification of the individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in Section C of this Article. The Company shall pay for or reimburse the reasonable expenses incurred by a Board Member in connection with any such proceeding in advance of final disposition of a claim if (1) the individual furnishes the Company a written affirmation of the individual's good faith belief that they have met the standard of conduct for indemnification described in Section C of this Article, (2) the individual furnishes the Company a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet that standard of conduct, and (3) a determination is made in accordance with Section D that based upon facts then known to those making the determination, indemnification would not be precluded under this Article. The undertaking described in subsection A(2) above must be a general obligation of the individual, subject to reasonable limitations as the Company may permit, but need not be secured and may be accepted without reference to financial ability to make repayment. The Company shall indemnify a Board Member who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in Section C of this Article. Upon demand by a Board Member for indemnification or advancement of expenses, as the case may be, the Company shall expeditiously determine whether the Board Member is entitled to indemnification in accordance with this Article. The indemnification and advancement of expenses provided for under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

B. Employees, Agents. The Company shall have the power, but not the obligation, to indemnify any individual who is or was an employee or agent of the Company to the same extent as if the individual was a Board Member.

C. Standard of Conduct. Indemnification of an individual is permissible under this Article only if (a) the individual conducted themselves in good faith, (b) the individual reasonably believed that their conduct was in or at least not opposed to the Company's best interest, and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe their conduct was unlawful. Indemnification is not permissible against liability to the extent that liability is the result of willful misconduct or recklessness. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this Section C. If several claims, issues or matters of action are involved, any individual may be entitled to indemnification as to some matters even though they are not so entitled as to others.

D. Determination. A determination as to whether indemnification or advancement of expenses is permissible shall be made by:

1. The Board Members by vote of a majority of the Board Members not at the time parties to the proceeding; or
2. Special legal counsel selected by the Board in the manner set forth in subsection D(1) above.

E. Court Determination. A Board Member of the Company who is a party to a proceeding may apply for indemnification from the Company to the court, if any, conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving notice that the court considers necessary, may order indemnification if it determines:

1. The individual was wholly successful, on the merits or otherwise, and is entitled to indemnification under this Article, in which case the court also shall order the Company to pay the individual their reasonable expenses incurred to obtain court ordered indemnification; or
2. The individual is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the individual met the standard of conduct set forth in Section C of this Article.

F. Employee Benefit Plans. Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed their conduct to be in the interests of the participants in and beneficiaries of the plan.

G. Non-Exclusive. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a Board Member of the Company or is or was serving at the Company's request as a director, officer, partner, manager, trustee, employee, or agent of another foreign or domestic company, partnership, association, limited liability company, corporation, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not. Nothing contained in this Article shall limit the ability of the Company to otherwise indemnify or advance expenses to an individual. It is the intent of this Article to provide indemnification to any Board Member to the fullest extent now or hereafter permitted by the law consistent with the terms and conditions of this Article. If indemnification is permitted under this Article, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which the claim is asserted, including without limitation negligence, breach of duty, waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law.

H. Definitions. For purposes of this Article:

1. The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
2. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

3. The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

4. The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

5. The Company may purchase and maintain insurance for its benefit, the benefit of an individual who is entitled to indemnification under this Article, or both, against any liability asserted against or incurred by the individual in any capacity or arising out of the individual’s service with the Company, whether or not the Company would have the power to indemnify the individual against that liability.

ARTICLE 6. COMMITTEES

Section A. Establishing Committees

The Board may establish and charge all committees and subcommittees. The President shall appoint chairs and members of the committees. Such appointments shall be made for two years.

Section B. Standing Committees

Committees designated as “standing” are established by the Board and shall exist until such time as they may be terminated by the Board. Standing committee chairs are appointed by the President, in consultation with the Board. Persons serving as members of standing committees must be NAFA members in good standing.

At the time of approval of these by-laws, 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 roles of Vice President, Secretary, Treasurer and at-large Board Members. The committee shall also supervise the counting of ballots at the biennial meeting and certify the results of elections to the members of the Board.

3. **Finance.** 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. **Technology, Publications, and Communications (TPC).** This committee will be chaired by the Communications Director(s). It is responsible for maintaining the official NAFA website and developing other publications for dissemination to NAFA members and to appropriate non-member constituencies.

5. Best Practices, Assessment, and Consultation. This committee will be chaired by the Secretary. It is responsible for creating and maintaining best practices documents and standardized forms for NAFA members, and for facilitating on-site program assessments for member organizations.

ARTICLE 7. BUDGET

Section A. Fees and Budgetary Reports

Annual dues will be proposed by the Finance Committee and approved by a majority vote of the Board as needed. The Board will provide the membership sufficient notice of changes to annual dues.

Section B. Conference Fees

Registration fees and payment deadlines for the Biennial Meeting shall be determined by the Board upon the recommendation of the Conference Planning Committee. Fees for regional conferences or other NAFA-sponsored events will be established by the Board in concert with the appropriate planning committee chairs.

Section C. Special Projects

An appointed subcommittee may request funds from the Board to organize special NAFA projects or services. Funding must be approved by the Board in advance. Receipts will be required for reimbursement.

Section D. Fiscal Year

The fiscal year will be set by the Finance Committee, with the ratification of the Board.

Section E. Dissolution and Distribution of Assets

In conformity with the legal requirement to designate an heir (or heirs) should NAFA cease to function as a corporation as specified in its Articles of Incorporation, said heirs shall be those 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 NAFA 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 NAFA during its existence.

ARTICLE 8. AMENDMENTS

Amendments to these bylaws may be proposed either by a majority of the Board, or by petition of at least ten (10) NAFA members. Written notice of the proposed amendments must be given thirty (30) calendar days in advance of the voting period commencing and an informational town hall with general membership must be held at least fourteen (14) calendar days in advance of the voting period

commencing. The Board shall determine the appropriate method of balloting and voting period. Eligible members of NAFA in good standing shall be entitled to one vote. A two-thirds majority of votes received shall be required for ratification of an amendment.

Adopted July 26, 2024