



## ASSOCIATION BYLAWS

### Article I: Purpose, Offices, and Registered Agent

1. **Purpose:** The purpose of National Association for Campus Activities (hereafter the "Corporation", "NACA", or "Association") will be to be the recognized leader in higher education for providing members with innovative practices and access to programs that support campus engagement.
2. **Mission:** NACA empowers members to amplify the campus experience through inclusive learning, meaningful connections, and engaging entertainment that transforms college communities.
3. **Vision:** To create college communities where everyone belongs.
4. **Principal Office:** The Association will maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act"), in the City of Columbia, State of South Carolina, or such other place as designated from time to time by the Board of Directors for the principal executive offices of the Association (the "Principal Office").
5. **Registered Office:** The Association will maintain a Registered Office as required by the Act, at a location in the State of South Carolina designated by the Board of Directors from time to time (the "Registered Office"). In the absence of a contrary designation by the Board of Directors, the Registered Office of the Association will be located at its Principal Office.
6. **Other Offices:** The Association may have such other offices within and without the State of South Carolina as the business of the Association may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to the Executive Director.
7. **Registered Agent:** Association will maintain a Registered Agent, as required by the Act, who will have a business office at the Association's Registered Office. The Registered Agent will be designated by the Board of Directors from time to time, to serve at its pleasure. Unless otherwise designated by the Board of Directors, the Registered Agent will be the Executive Director.
8. **Filings:** In the absence of directions from the Board of Directors to the contrary, the Secretary of the Association (who is also the Executive Director) will cause the Association to maintain currently all filings in respect of the Principal Office, Registered Office and Registered Agent, with all governmental officials as required by the Act or otherwise by law.

### Article II: Members

1. **Classes of Membership:**
  - a. **Affiliate:** Organizations or firms which are involved in services related to campus activities and which are not eligible for school or associate membership are eligible to join as affiliate members if their participation in NACA would benefit its members, and upon application and payment of the annual dues and are otherwise consistent with these Bylaws.
  - b. **Associate:** Those organizations or firms whose products, services, or programs are related to college and university campus activities programming are eligible for consideration for associate membership in NACA, upon application and payment of the annual dues and are otherwise consistent with these Bylaws. National Agencies/Companies have the option to join as a Level one, two or three depending on the preferred number of showcase caps. This category is designed for agencies that have multiple acts on their roster. National Single Act is designed for solo/self-represented artists

- c. **School:** Colleges and universities are eligible for membership upon application and payment of the annual dues and as otherwise consistent with these Bylaws. Institutions having geographically separate branch campuses must apply for membership for each campus, although one membership includes all programming bodies on any one campus. representing member institutions must be full-time staff or officially registered students in good **standing at that institution.**
  - d. **Individual Transitional:** A transitional membership is available to professional staff who are no longer associated with a member school due to a recent transition in employment. Membership under this category is limited to maximum of six months, upon application and payment of the annual dues, and are otherwise consistent with these Bylaws.
  - e. **International:** Any college or university located outside the United States, its territories, Mexico and Canada is eligible for consideration for international membership upon application to the NACA Office and payment of the annual dues, and as otherwise consistent with these Bylaws.
  - f. **Regional Associate:** Those organizations, individuals, or firms whose attractions, products, services or programs are related to college and university campus activities and who are interested in working only with NACA® member colleges and universities in defined areas of the country are eligible to be considered for regional associate membership, upon application and payment of the annual dues, and are otherwise consistent with these Bylaws.
  - g. **Other:** Additional classifications of membership may be determined by the Board of Directors.
2. **Dues:** The Board of Directors will periodically determine the amount of dues to be paid by the members of each class of membership.
3. **Denial, or Refusal to Allow Renewal of Membership; Termination, Expulsion or Suspension of Membership:** The Board of Directors has adopted a policy and procedure whereby the Association may expel or suspend a member, or terminate such membership, which is outlined in the Association's Process for Dealing with Violations of Association Policies. Such policy and procedure may be amended from time to time by the Board of Directors in its discretion, without prior notice to the membership, provided that a member will be notified at least fifteen days in advance and will have the opportunity to be heard, orally or in writing, at least five days in advance of the effective date of the proposed termination, expulsion or suspension (and such policy and procedure otherwise complies with South Carolina Code Section 33-31-621 or any successor provision). Such policy and procedure, as amended from time to time, is incorporated herein by reference as if set forth herein verbatim. A member who has been terminated, expelled or suspended will remain liable to the Association for dues, assessments, or fees as a result of obligations incurred or commitments made before such termination, expulsion or suspension. As a not-for-profit, membership-based association, NACA reserves the right to deny, or refuse to allow renewal of membership, as well as to terminate, expel or suspend membership, for any individual, group, or organization, at its discretion. Grounds for such denial, refusal, termination, expulsion or suspension will be determined by the Board of Directors from time to time and may include, but are not limited to:
- a. Any firm or organization whose primary business or other ownership interests that, in the judgment of the NACA® Board of Directors, compete with NACA or any subsidiary, partnership, or business venture in which NACA has an ownership interest.
  - b. A pattern or history of defaults of past due debts owed to NACA, including monies owed to any component of NACA;
  - c. Past legal disputes or threats of legal disputes between NACA and the party seeking membership;
  - d. Conduct which, in the sole judgment and discretion of NACA, is contrary and detrimental to the interests, operations, mission and goals of NACA;
  - e. Policy violations as outlined in the Association's Process for Dealing with Violations of Association Policies;
  - f. Establishment of programs, services or activities which purport, allege or appear to be affiliated with NACA, but which are not; and/or;
  - g. Past behavior that has resulted in a sanction or loss of membership with NACA.
4. **Transfers:** No member may transfer a membership or any right arising therefrom.

## Article III. Meetings

1. **Annual Meetings:** An annual meeting of the Association's members can be held once each calendar year for such purposes as are required by law, and for the transaction of such other business as may properly come before the meeting. The annual meeting will be held at the time and place designated by the Board of Directors.; any notice changing the time or place of the meeting will be effective only if received by the members in accordance with Article III, Section 5 hereof. Unless the Act, these Bylaws, or the Association's Articles of Incorporation ("Articles") require otherwise, notice of the annual meeting need not include a description of the purpose for which the meeting is called.
2. **However, pursuant to Section 33-31-705(c)(2) of the Act as amended, if the members will be asked to take action on any of the following matters at the annual meeting, the notice must include a description of this matter:** amending the Articles; amending the Bylaws (as described in Article VII, Section 6); merging the Association; selling the Association's assets other than in the regular course of activities; dissolving the Association; approving a conflict of interest transaction between the Association and a Director; or indemnifying an officer, employee or agent. Notice of such meeting will be in accordance with Article III, section 5 hereof. At each annual meeting of members, the Chair or their designee will report on the activities and financial condition of the Association. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Association acts by written ballot in accordance with Article III, Section 3 herein.
3. **Special Meetings:** Special meetings of the Association's members may be demanded and called, for any one or more lawful purposes, by the Association's Chair, a majority of the Board of Directors, or five percent of the Association's School members of record (which is the only membership category entitled to vote), provided such members comply with such demand provisions as are set forth in the Act and these Bylaws. Upon the written, signed, and dated request, which states the purpose of the meeting, being delivered in accordance with the foregoing to an officer of the Association, personally or by registered or certified mail, the Chair or Secretary, on or before the thirtieth (30) day after the date of such request, will fix the date and time of the meeting and provide notice thereof to the members in accordance with Article III, Section V hereof. If the notice of the meeting is not given within thirty (30) days after the demand is made to the officer of the Association, a person signing the demand may set the time and place of the meeting and give notice thereof in accordance with Article III, Section 5 hereof. Special meetings of the members will be held at a time and location designated by the person calling the meeting in the notice of the meeting; provided, however, that if the notice does not designate a time and location, such meetings can be held at the Association's Principal Office at the hour of ten o'clock in the morning on the date designated in the notice of the meeting. In the event that the Chair and the Board of Directors timely designate different times or locations, then the designations of the Board of Directors will control; provided however, any notice changing the time or place of the meeting will be effective only if timely received by the members in accordance with Article III, Section 5 hereof.
4. **Notice of Meetings, Waiver of Notice:** Written notice of all meetings of members will be given no fewer than thirty (30) days, but not more than sixty (60) days, before the meeting date by any method permitted under the Act, to all members of record entitled to vote at such meeting; provided however, the date upon which such notice will be deemed effective will be determined in accordance with Article III, Section 5 hereof. Such notice will state the date, time, and place of the meeting and, if required by the Act or these Bylaws, the purpose or purposes for which such meeting was called. Notice of a meeting of members need not be given to any member who, in person or by proxy, signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Association for inclusion in the Association's records. To be effective such waiver will contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Statement or recital of the proper date of a meeting will be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional statements or recitals creating a patent ambiguity as to its proper application. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
5. **Effective Date of Member Notices:** Written notice, if in comprehensible form, is effective at the earliest of the following:
  - a. When received; Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first

class postage affixed;

- b. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
  - c. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
  - d. Written notice is correctly addressed to a member if addressed to the member's address as shown in the Association's current list of members. A written notice or report delivered as part of a newsletter, magazine or other publication that is regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address as shown in the Association's current list of members, or in the case of members who are residents of the same household and who have the same address in the Association's current list of members, if addressed or delivered to one of such members, at the address appearing on the Association's current list of members.
- 6. Effective Date of Member Notice:** For the purpose of determining members entitled to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the Board of Directors will by resolution fix a record date for such determination. The record date will be seven business days preceding the day on which notice is given, unless the Board of Directors fixes an alternate record date by resolution. The record date fixed by the Board of Directors will not be more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring a determination of members is to occur. The members of record appearing in the books of the Association at the close of business on the record date so fixed will constitute the members in respect of the activity in question. A determination of members of record entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting. After fixing a record date for notice of a meeting, the Association will prepare an alphabetical list of names of all members who are entitled to notice of the meeting and will list the members by classification of membership, if any. The list will show the address and number of votes each member is entitled to vote at the meeting. The Association will also maintain a list of members entitled to notice of the meeting, but who are not entitled to vote at the meeting. This list must be prepared on the same basis and be part of the list of members. Such list of members will be available for inspection by any members for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's Principal Office. Subject to the limitations of Sections 33-31-720, 33-31-1602(c) and 33-31-1605 of the Act, as amended, a member, member's agent, or member's attorney will be entitled on written demand, at the member's expense, to inspect and copy the list at a reasonable time during the period it is available for inspection. The Association will make the list of members available at the meeting, and any member, a member's agent, or member's attorney will be entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, a member may inspect and copy the membership list only if
- a. its demand is made in good faith and for a proper purpose,
  - b. it describes with reasonable particularity his purpose,
  - c. the list is directly connected with his purpose
- 7. Quorum:** Except as may otherwise be required by the Act or the Articles, at any meeting of members the presence, in person or by proxy, of School Members as defined in Article II, Section 1, subsection c above in attendance at such meeting will constitute a quorum. In the absence of a quorum, a meeting may be adjourned from time to time, in accordance with the provisions concerning adjournments contained elsewhere in these Bylaws. At such adjourned meeting a quorum of members may transact such business as might have been properly transacted at the original meeting.
- 8. Transaction of Business:** Business transacted at an annual meeting of members may include all such business as may properly come before the meeting; provided, however, business which, as set forth in the Act or these Bylaws, requires notice of, or waiver of notice by, the members, may only be transacted at an annual meeting of members if valid notice of such business is given to, or waived by, each Member in accordance with the Act or these Bylaws. Business transacted at a special meeting of members will be limited to the purposes stated in the notice of the meeting.

- 9. Voting:** Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning members of record contained elsewhere in these Bylaws, each School Member, as defined in Article II, Section I, subsection c above, that is present at a meeting of members and is a member of record, will be entitled to one vote. In elections for the Board of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) will be elected. Any other corporate action will be authorized by a majority of the votes cast, unless otherwise provided by the Act, the Articles, or these Bylaws. Notwithstanding anything contained herein to the contrary, to the fullest extent permitted by the Act, all classes of membership other than School Members will be non-voting members and will not be entitled to vote on any matter.
- 10. Adjournments:** A determination of members of record entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting.
- 11. Action by Written Ballot:** Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. If mailed, the ballot will be deemed to be delivered upon being deposited in the United States mail addressed to the member's address shown in the Association's current list of members and with proper postage affixed. If the ballot is delivered by any means other than United States mail, the ballot is deemed delivered when received. In the event that the Association distributed the ballot by electronic communication, the ballot will be deemed received by the member when the receiving member transmits to the Association an acknowledgment of receipt or other form of written communication whereby the receiving member acknowledges or otherwise evidences receipt of the ballot in a manner which is reasonable. Such written ballot will set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot will indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of the Board of Directors; and specify the time by which a ballot must be received by the Association in order to be counted. A written ballot may not be revoked.
- 12. No Proxy Voting:** At all meetings of members, a member may not vote by proxy. Only voting members who are present at the meeting will be entitled to vote.
- 13. Action:** Approval of actions by members will be in accordance with the requirements of the Act, except to the extent otherwise provided by the Articles.
- 14. Resignation of a Member:** A member may resign at any time; provided however, the resignation of a member does not relieve the member from any obligations the member may have to the Association as a result of obligations incurred or commitments made before such resignation.
- 15. Conduct of Member Meetings:** The Chair of the Board of Directors should preside at each meeting of members. In the absence of the Chair, the meeting will be chaired by an officer of the Association designated by the Board of Directors. In the absence of all such designated officers, the meeting will be chaired by an officer of the Association chosen by the vote of a majority of the members present in person at the meeting and entitled to vote thereat. The Board of Directors of the Association will be entitled to make such rules or regulations for the conduct of meetings of members as it will deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, such presiding official for the meeting, as designated above, will have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to members of record of the Association and their duly authorized and constituted proxies and such other persons as such presiding official will permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comment by participants, and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot.

Meetings of members will be required to be held in accordance with rules of parliamentary procedure, unless, and to the extent, determined by the Board of Directors or such presiding official for the meeting.

## Article IV: Board of Directors

- 1. Qualification and Number:** The number of members of the Board of Directors will be reviewed by the Board every three years provided, however, the number of voting Board members will not be less six and not more than 10; including the three (3) Officers of the Association; and provided further, however, no reduction in the number of Board members will have the effect of shortening the term of any incumbent Board member.
  - a.** All board members must be part (50%) or full-time employees of a member institution or must possess a transitional membership for which they are eligible.
  - b.** No board member may hold a board of directors or equivalent position in another peer or higher education association.
  - c.** No board member may be active on an associate member's roster or payroll at time of service.
  - d.** A minimum of five years of professional, full-time experience in higher education.
  - e.** A minimum of five years of volunteer service in higher education, three of which must be with NACA.
  - f.** Attendance at three or more live or virtual NACA events (conference, national convention, program or institute).
  - g.** No person will be eligible for election or appointment to the Board of Directors if that person's school already has a staff Board member at the time the election or appointment is effective. In the event an incumbent Board member fails to meet the above-described qualifications, such Board member's term as a Director will immediately cease and such vacancy on the Board of Directors may be filled in accordance with Article IV, Section 8.
- 2. Appointed Non-Director Guests to the Board:** By appointment of the Chair and approval by a majority vote of the board, other persons may serve as guest advisers to the Board. Such persons will serve one-year terms with a maximum of three consecutive terms. Such terms commence on May 1 and terminate on April 30. Guest advisers to the board are entitled to notice of, and to attend, all meetings of the board and its committees, but such guest advisers are not directors, do not count for purposes of determining a quorum and are not entitled to vote or otherwise direct the management of the Association.
- 3. Authority:** The Board of Directors have ultimate authority over the conduct and management of the business and affairs of the Association. The Board of Directors may have full authority and responsibility for any and all contracts entered into on behalf of the Association. The authority and responsibility for the negotiation and/or review and approval of all contracts, and signatory authority for all contracts, will be delegated to the Executive Director through the Chair of the Board of Directors. The Chair of the Board of Directors may, at any time, review any contract, or suspend this delegation of signatory authority. The NACA Board of Directors holds the ultimate fiduciary responsibility for and control of all budgetary and monetary matters related to the Association, and any of its ancillary and subsidiary component groups or forms.
- 4. Election:** Board members who automatically serve as Directors by virtue of being Officers of the Association are to be elected as provided in Article V herein. The election of all other Directors by the members will be held at each annual meeting of the Association's members. In the alternative, at the discretion of the Board, election of the other Directors may be conducted by written ballot in accordance with Article IV, Section 4 herein. Board members are elected for a term of three years. Board candidates can be self-nominated or nominated by the membership and are elected from a slate prepared by the Nominating Committee. The Nominating Committee will provide more than one candidate per vacancy if a sufficient number of qualified candidates are nominated by the membership. In case of any increase in the number of members of the Board of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.
- 5. Tenure:** Each Board member who automatically serves as a Director by virtue of being an Officer of the Association will serve as a Director for a one (1) year term corresponding with the period during which such individual serves as an Officer. Each other member of the Board of Directors will hold office from the date of such Board member's election and qualification until such Board member's successor will have been duly elected and qualified, or until

such Board member's earlier removal, resignation, death, or incapacity. Elected directors will hold office until the expiration of the term for which they were elected. Directors may be elected for an unlimited number of terms, given that no more than two terms are consecutive. Terms commence on May 1 and terminate on April 30.

- 6. Resignation of Board of Directors Members:** A Board member may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or the Chair of the Board. A resignation is effective immediately, unless the notice specifies a later date.
- 7. Removal of Members of the Board of Directors:** Any Board member elected by the members of the Association, or appointed by the Board to fill a vacancy, may be removed from office with cause. Cause is defined as the commission of a felony and/or a breach of any material duty. To remove a member of the Board, a meeting must be called with the explicit purpose of removing the director. A vote will be held in the same manner in which Board members are elected:
  - a.** For Board members elected by the Association membership, a majority of votes cast is needed to remove the Board member, granted that such number of votes would be sufficient to elect the director at a meeting to elect directors.
  - b.** For Board members appointed by the Board, a two-thirds vote (2/3) of the Board members then in office is needed to remove the Board member, granted that such number of votes would be sufficient to elect the director at a meeting to elect directors.
- 8. Vacancies:** In the event of a board member vacancy the Chair of the board may nominate a member to fulfill the vacated term. The Board of Directors may, regardless of whether such Board members constitute a quorum, approve the Chair's appointment by a majority vote
- 9. Regular Meetings:** Unless the Act or the Bylaws provide otherwise, regular meetings of the Board of Directors may be held without notice. Regular meetings of the Board of Directors will be called and held for the purpose of annual organization, changes in the established number of members of the Board of Directors, if any, appointment of Officers and committees, and transaction of any other business. It is anticipated that the Board of Directors may meet at least twice each year. Except as otherwise provided by law, any business may be transacted at any regular meeting of the Board of Directors.
- 10. Special Meetings:** Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the Chair, the presiding officer of the Board of Directors, or a majority of the Board members then in office. The person calling a special meeting will give, or cause to be given, to each Board member at his business address, written notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto; provided however, the date upon which such notice will be deemed effective will be determined in accordance with Article IV, Section 10 hereof. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner.
- 11. Participation by Telecommunications:** Any member of the Board of Directors may participate in, and be regarded as present at, any meeting of the Board of Directors by means of video or audio conferencing or any other means of communication by which all persons participating in the meeting can hear each other at the same time.
- 12. Quorum:** A majority of the voting members of the Board of Directors in office immediately before the meeting will constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, the Board members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.
- 13. Action:** The Board of Directors will take action pursuant to resolutions adopted by the affirmative vote of a majority of the Board members participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Board members where required by the Articles, these Bylaws, the Act, or otherwise by law.
- 14. Action without Meeting:** To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all members of the Board of Directors and included in the minutes filed with the Association records reflecting the action taken.
- 15. Presumption of Assent:** A member of the Board of Directors of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless (i) such Board member objects at the beginning of the meeting, or promptly upon arrival, to

holding the meeting or transacting business at the meeting, (ii) the Board member votes against the action and the vote is entered in the minutes of the meeting, (iii) the Board member's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Board member delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or the Association immediately after the adjournment of the meeting. The right to dissent will not apply to a Board member who voted in favor of such action.

- 16. Board Committees:** The Board of Directors may from time to time by resolution, designate and delegate authority to one or more committees. These committees may include, but are not limited to internal board workgroups, external task forces, standing committees, steering committees, or special projects. These committees may be comprised of board members, general members, and others as requested by the Board. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. The duties, charge, and procedures of any committee will be prescribed by the Board of Directors. The Board of Directors will designate one member of each committee as its chairman. A committee may not authorize distributions (as defined in Section 33-31-140(11) of the Act); approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any committee; or adopt, repeal, or amend the Articles or these Bylaws.
- 17. Board Committee Meetings:** Quorum for board committee action will be a simple majority (50% +1). Business may be conducted in person, virtually, or in writing. Special meetings of any committee may be called at any time by a majority of the voting members of the committee.
- 18. No Compensation:** Members of the Board of Directors will not receive compensation for serving as a member of the Association's Board of Directors. The payment or reimbursement of expenses incurred during service to the association may be authorized by the Board of Directors.
- 19. Procedure of Board Meetings:** Unless, and to the extent, determined by the Board of Directors or the chairperson of the meeting, or unless required by a specific rule to the contrary in these Bylaws, meetings of the Board of Directors will be conducted according to Robert's Rules of Order for Small Boards.
- 20. Responsibility of Board Members:** The board's role is to establish the Association's vision and mission. Additionally, the board is responsible for the governance, strategic planning, financial oversight, and planning for the Association's long-term health and viability. The directors have a fiduciary duty to ensure that the Association is in full compliance with our legal obligations. The board is legally responsible for managing the Association's assets as outlined through the duty of care, the duty of loyalty and the duty of obedience, as mandated by state and common law. Directors should act in a truthful, ethical manner and thus, set an example for others.

## Article V: Officers

- 1. The Officers of the Association,** elected by the Board of Directors, will consist of a Chair, Immediate Past-Chair and Chair-Elect. These three (3) Officers will automatically serve as Directors as provided in Article IV herein. All Officers will be elected by the Board of Directors to serve at the pleasure of the Board; provided, however, the previous year's Chair-Elect will serve as the following year's Chair. Except as may otherwise be provided by the Act or in the Articles, any Officer may be removed by the Board of Directors at any time, with or without cause in accordance with Article IV, Sections 6 and 7 herein in which case any such individual who is automatically serving as a Director by virtue of their Officer position will also cease to be a Director. Any vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired term. Each Officer will exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors will determine from time to time.
- 2. Chair-Elect Qualifications:** The Chair-Elect must be currently serving as an elected member of the Board at the time of their election as Chair-Elect, and must have served two years on the Board by the effective beginning date of the officer's term. In the event that no qualified Board member applies for the position, the Board of Directors may establish alternative procedures to fill the role.
- 3. Executive Director/Secretary:** The Board of Directors will employ an executive director and determine the term of office and compensation for service. Unless the Board of Directors determines otherwise, the Executive Director or their designee(s) will serve as Corporate Secretary of the Association. The Executive Director will,



under the direction of the Chair, keep safe custody of the Association's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts for moneys, and make deposits of the Association's funds, or cause the same to be done under the Executive Director's supervision. The Executive Director is responsible for staffing and operations of the NACA Office, supervision of the paid staff of the Association, and implementation of Association policies and directives. Except as otherwise provided herein and as may be specifically limited by resolution by the Board of Directors or an authorized committee thereof, the Executive Director have full authority to execute on the Association's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments and other documents. The Executive Director will serve as and perform the duties of secretary of the Association and will be considered the corporate secretary in any case where such a designation may be required. Secretary will maintain all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and when required, authenticate any records of the Association. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place.

- 4. Chairperson:** The Chairperson (Chair) will exercise the powers of the president of the Association, subject to the authority of the Board of Directors. The Chair will whenever possible preside at all meetings of the members and all meetings of the Board of Directors. The Chair will see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Unless the Board of Directors determines otherwise, the Chair may from time to time appoint any individual to serve on any work group of the Association. The Chair will also perform such other duties and may exercise such other powers as are incident to the office of Chair and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, or an authorized committee thereof. The Chair can be an ex-officio member of all committees.
- 5. Chair-Elect:** Except as otherwise determined by the Board of Directors, the Chair-Elect will serve under the direction of the Chair. Except as otherwise provided herein, the Chair-Elect will perform such duties and may exercise such powers as are incident to the office of Chair-Elect and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the Chair. In the absence, incapacity, or inability or refusal of the Chair to act, the Chair-Elect will assume the authority and perform the duties of the Chair.
- 6. Immediate Past Chair/Treasurer:** Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Immediate Past Chair will serve under the direction of the Chair and will serve as Chair of the Nominating Committee and will administer the election procedure for new Board and officers. Unless the Board of Directors determines otherwise, the Immediate Past Chair will serve as Treasurer of the Association. As Treasurer, the Immediate Past Chair will upon request report to the Board of Directors or members on the financial condition of the Association. The Treasurer will perform such other duties and may exercise such other powers as are incident to the office of treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the Chair. The Treasurer will be the chief financial officer of the Association. They will receive and review the regular audits of the Association and will present the annual budget to the Board of Directors.
- 7. Salaries:** The salary and other compensation of the Executive Director shall be fixed from time to time by the Board of Directors. No other officer will receive a salary or other compensation by reason of the fact that such individual is an officer of the Association.
- 8. Vacancies:** A vacancy in the office of Chair will be filled by the Chair-Elect unless he or she is unable to serve, at which time the vacancy will be filled by election of the Board by a majority of votes cast. A vacancy in the office of Chair-Elect will be filled by election of the Board by a majority of votes cast. A vacancy in the office of Immediate Past Chair will be left vacant with the Chair of the Board delegating the duties of the position.
- 9. Removal:** Any officer, including the Chair, may be removed from office with cause by a vote of two-thirds of the members of the Board of Directors at a duly constituted meeting of the Board. The person under consideration will be given an opportunity to be heard at the meeting with sufficient notice of the proposed removal or suspension to enable preparation of a response. Upon a vote on removal, the person under consideration will not be counted in determining the presence of a quorum nor whether the required two-thirds vote has been obtained. Upon a vote of removal of the Chair, the Chair-Elect will preside at the meeting.

## Article VI: Indemnification

1. **Scope:** The Association may indemnify, defend and hold harmless the Association's officers, directors and employees to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification will constitute a binding agreement of the Association for the benefit of the officers, directors and employees, as consideration for their services to the Association, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification will not be exclusive of any other right which such directors, officers, employees or representatives may have or hereafter acquire and, without limiting the generality of such statement, they will be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise, as well as their rights under this Article VI.
2. **Indemnification Plan:** The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Article VI, section 1. This Indemnification Plan will set forth in detail the mechanics of how the indemnification rights granted in Article VI, section 1 will be exercised; provided, that the Indemnification Plan will include that the Directors will not be indemnified until twenty (20) days after effective written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.
3. **Insurance:** The Board of Directors may cause the Association to purchase and maintain insurance on behalf of any person who is a Director, Officer or others serving the Association.

## Article VII: Records

1. **Forms of Record:** When consistent with good business practices, any records of the Association may be maintained in a form other than written form, if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.
2. **Corporate Records:** The Association will keep as permanent written records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Association will maintain appropriate accounting records. The Association or its agent will maintain a record of the name and address, in alphabetical order, of each member. The Association will keep a copy of the following records at its Principal Office:
  - a. its articles or restated articles of incorporation and all amendments thereto currently in effect;
  - b. its Bylaws or restated Bylaws and all amendments thereto currently in effect;
  - c. resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members or any class or category of members;
  - d. the minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
  - e. all written communications to members generally within the past three (3) years, including financial statements furnished for the past three (3) years;
  - f. a list of the names and business address of its current Directors and Officers; and
  - g. the Association's most recent report of each type required to be filed by the Association with the South Carolina Secretary of State.
3. **Inspection Rights:** The members will have only such rights to inspect records of this Association to the extent, and according to the procedures and limitations, prescribed by the Act.
4. **Financial Statements:** The Association upon written demand from a member may furnish to the demanding party the Association's latest annual financial statements, which may be consolidated or combined statements of the Association and one or more of its subsidiaries or affiliates. Such statements may include a balance sheet as of the end of the fiscal year and a statement of operations for that year. If financial statements are prepared for the Association on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on that basis. If the annual financial statements are reported upon by a public accountant, the accountant's statement must accompany them. If not, the statements must be accompanied by the statement of the Chair or person responsible for the Association's financial accounting records (1) stating whether or not to the Chair or such person's reasonable belief the financial statements were prepared on the basis of generally

accepted accounting principles, and if not, describing the basis of preparation, and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

## **Article VIII: Miscellaneous**

- 1. Fiscal Year:** The fiscal year of the Association will be established, and may be altered, by resolution of the Board of Directors from time to time as the Board deems advisable.
- 2. Amendments:** Subject to the Act and the Articles, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the members of the Board of Directors present at a meeting called for that purpose, subject to the following: (a) the right of the members to alter, adopt, amend, or repeal Bylaws as provided in the Act; and (b) action of the members in adopting, amending, or repealing a particular Bylaw wherein the Board of Directors is expressly prohibited by such member action from amending or repealing the particular Bylaw acted upon by the members. The members may amend or repeal any or all of these Bylaws even though these Bylaws may also be amended or repealed by the Board of Directors, provided that the members comply with all notice and other requirements of the Act.
- 3. Severability:** If any provision of these Bylaws or the application thereof to any person or circumstances will be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision will be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances will not be affected thereby and will continue to be complied with and enforced to the greatest extent permitted by law.
- 4. Usage:** In construing these Bylaws, feminine or neutral pronouns will be substituted for masculine forms and vice versa, and plural terms will be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and will not affect in any way the meaning or interpretation of these Bylaws. Terms such as "hereof", "hereunder", "hereto", and words of similar import will refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross references will refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined will have the meanings ascribed to them in the Act. All references to statutory provisions will be deemed to include corresponding sections of succeeding law.
- 5. Conflict between Bylaws, Articles and the Act:** The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act will be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.
- 6. By-Law Review:** These Bylaws will be reviewed by the Board of Directors at least once every three years.