

BYLAWS OF THE NATIONAL ASSOCIATION FOR ALTERNATIVE CERTIFICATION, INC.

ARTICLE 1 NAME

The name of this non-stock and non-profit corporation is the National Association for Alternative Certification, Incorporated, also known as NAAC. It is hereinafter referred to in these bylaws as the Corporation or NAAC.

ARTICLE II PURPOSE

The Corporation is organized and to be operated exclusively for charitable and educational purposes as defined in section 504 (c) (3) of the Internal Revenue Code of 1986 and as more specifically set out in the Articles of Incorporation.

ARTICLE III OFFICES

The corporation may have such offices either within or outside of the Commonwealth of Virginia as the Board of Directors may determine or as the business of the Corporation may require.

ARTICLE IV OPERATING PROCEDURES

The Standard Operating Procedures manual further explains these Bylaws. The operating procedures shall be updated periodically by the Executive Committee to reflect changes that may be necessary for the effective operation of the corporation.

ARTICLE V MEMBERSHIP AND ANNUAL MEETING

Section 1. Membership is open to any individual, institution, or organization that supports the goals of the Corporation and pays the dues as set by the Board of Directors.

Section 2. Dues will be valid for one fiscal year. The dues structure includes, but is not limited to regular members, student interns, and association membership (ex officio). Regular members and student intern members shall have the same rights to vote and participate in all of the affairs of the Corporation.

Section 3. The Annual Meeting of members shall be the Annual Conference at such date, time, and place as determined by the Board of Directors. The purposes of the Annual Conference will be to elect Regional Directors; to exchange information; to further organizational objectives; and to transact such other business as may come before the meeting. Written notice of the Annual Conference shall be mailed at least 30 days in advance of the meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers: The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may, by resolution or otherwise, delegate to officers of the Corporation and to committees of the Corporation such powers and authorities it deems appropriate to conduct the business of the Corporation.

Section 2. Number and Term: The membership of the Board of Directors (also known as the Board) shall consist of an Executive Committee (President, President-Elect, Past President, Secretary, and Treasurer and the Policy Liaison), each of whom is elected by majority vote of the NAAC membership by mail ballots except the Policy Liaison who serves ex officio; and five Regional Directors elected by the membership of each of the respective regions at the Annual Conference. The President, President-Elect, and Past President shall serve one two-year term in a respective office. The Secretary, Treasurer, and each Regional Director can be elected to serve no more than two two-year consecutive terms for a total of no more than four consecutive years.

Section 3. Meetings:

- A. The Board of Directors shall determine the time and place, whether within or outside of the Commonwealth of Virginia, for holding the regular meetings of the Board.
- B. The Board shall physically meet not less than twice annually, with one meeting held at the Annual Conference. Telephonic/electronic meetings will also be held.
- C. Special meetings of the Board may be called by or at the request of the President who may determine the place for the special meeting.

Section 4. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board members is present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Attendance: Members of the Board are expected to attend all duly called Board meetings including meetings by telephonic and/or electronic communication. Board members are also expected to attend the Annual Conference. When unable to attend a scheduled meeting, the Board member shall notify the President and the Executive Director prior to such meeting.

Section 6. Compensation: Members of the Board shall not receive compensation for their services to the Board but can receive reimbursement for board-approved expenses and can be engaged to perform other services, with compensation, for the Corporation as long as the services and compensation have received prior approval by the Board.

Section 7. Informal Action: Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if written or electronic consent by all the Board members is signed stating the action taken.

Section 8. Removal of Board Members: Any member of the Board of Directors may be removed for cause by vote of the membership or by a three-fourths majority action of the Board. If a Board member misses two consecutive meetings or more than 4 meetings in a fiscal year, without just

cause as approved by the Board, that member shall be removed and another appointed by the Board to fill the remainder of the term.

Section 9. Vacancies: The Board of Directors at any regular or special meeting, will appoint members of NAAC to fill vacancies until the next general election. In the event the President's office is vacated, the President-Elect will complete the term of office.

ARTICLE VII COMMITTEES

Section 1. Executive Committee: The Executive Committee is made up of the President, President-Elect, Past President, Secretary, Treasurer and Policy Liaison. The Executive Committee may exercise

the powers of the Board of Directors between the regularly scheduled meetings of the Board of Directors, reporting to the Board of Directors at its succeeding meeting any action taken. A majority of its members shall constitute a quorum for the transaction of business, except in the case of the procedure to remove a board member. Meetings of the Executive Committee may be called by the President or by a majority of the members of the committee.

Section 2. Standing and Ad Hoc Committees: The Board of Directors shall have the authority to create standing and other committees as needed to support the business of the Corporation. Standing committees may be, but are not limited to: Financial Oversight, Public Relations and Partnerships, State Representatives, Policy, Nominating and Elections, Strategic Planning, School Staffing, Publications and Research, and Annual Conference and Special Events.

ARTICLE VIII OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, President-Elect, Past President, Secretary, and Treasurer and Policy Liaison

Section 2. Employment Contract: No employment contract, written or implied, for any officer of the Corporation is to be construed per these bylaws.

Section 3. Elections:

- A. Executive Officers are elected by the full NAAC membership, except the Policy Liaison who serves ex officio. Only current NAAC members may run for office, submit nominations, and vote in the annual board elections.
- B. Elections will be completed by the Annual Conference each year and new officers will take office at the conference. The official nomination form will be available on the NAAC website at least 60 days prior to the annual membership business meeting. Nominations will be due on a date designated by the Board, but no later than 45 days prior to the annual business meeting. The ballots will be mailed no later than 30 days prior to the annual business meeting. Ballots must be received no later than one week prior to the annual business meeting. The Elections Committee will count the ballots and certify the results of the election, which will be announced at the annual business meeting.
- C. During the Annual Conference, members of NAAC's regions will elect Regional Directors to the Board during their annual regional meeting. Only NAAC members may run for office, make nominations, and vote in the election. In even numbered years (i.e. 2010) Region 2, Region 4, and Region 5 will elect their directors to the board. In odd numbered

years (i.e. 2011) Region 1 and Region 3 will elect their directors to the board. Regional Directors serve a two-year term, beginning at the conference during which they were elected.

Section 4. Duties: The duties of officers are as follows:

- A. President: The President shall be the principal officer of the Corporation. The President shall exercise active management and direction over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors. The President may, in co-signature with the NAAC Executive Director and Treasurer, authorize deeds, mortgages, bonds, and etc. if authorized to do so by the Board of Directors. The President may authorize contracts in co-signature with the NAAC Executive Director and also approve expenditures and/or contracts up to an amount not to exceed \$500, in which case the expenditure will be approved by the Board of Directors. The President may act as a co-signature on any checks requiring a co-signature. The President shall coordinate all activities of committees and be responsible for membership development. The President is an ex-officio member of every committee except the nominating committee.
- B. President-Elect: The President-Elect acts in the place of and represents the President when the President is unable to perform his/her duties. The President-Elect shall also be the conference chairman for the Annual Conference and coordinate the activities of a conference planning committee.
- C. Past President: The Past President will coordinate with the President to conduct the business of the Policy Committee and to annually review and maintain by-laws, NAAC organization and Board policies and procedures.
- D. Secretary: The Secretary shall record and maintain the minutes of the meetings and other Board proceedings; and shall oversee the keeping, preparation, and filing of Corporation documents and all other records, including those required by law and/or board policy. The Secretary is the custodian of corporate records; keeps a membership data base, and performs all duties incident to the office of Secretary and other duties as assigned by the President.
- E. Treasurer: The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall coordinate with the Executive Director to develop the proposed budget for each fiscal year and to prepare a financial report for each Board meeting. The Treasurer may co-sign checks for invoiced debits totaling more than \$500.00 after receipt of invoices from the Executive Director and may sign and distribute salary checks for the Executive Director. If the Treasurer is not available, the President or President-Elect may sign and distribute the salary checks for the Executive Director. The Treasurer shall be responsible for the oversight of the Corporation's financial records, budget compliance with statutory reporting, tax returns and forms. The Treasurer shall present the annual financial report to the membership and semi-annual budget reports to the Board. In the event of audits or reviews, the Treasurer will present the findings to the Board and to the general membership.

F. Policy Liaison: The Policy Liaison is an appointed position and is limited to past NAAC presidents. The duties of the Policy Liaison are supporting the President, Past President and President-Elect and Executive Committee; functioning as an ex-officio member of Executive Committee; advising the President and President-Elect on organizational history and procedures; working with the President on external partnerships and serving as a liaison with professional organizations; serving as a policy advisor to the board; serving as a voting member at-large on the board.

ARTICLE IX EXECUTIVE DIRECTOR

Section 1. The Corporation shall employ an Executive Director.

Section 2. The Executive Director will conduct the daily operations of NAAC, including website maintenance, and other communication and information strategies; assist the President-Elect with conference planning; assist the Treasurer in preparing monthly financial reports for the Board and annual updates to the membership; and act as office manager for the Corporation; and other duties as determined by the Board. The Executive Director will administer the financial affairs of the organization, including paying bills, writing checks, etc. The Executive Director may write checks or use the organization credit card for any purchases or reimbursements that have been pre-approved in the organization budget. Items that are not pre-approved in the organization budget must be co-signed by either the President or the Treasurer, or in their absence, by the President-Elect. The Executive Director will supervise any staff hired by the organization. With the President, Past President and/or designee, the Executive Director will represent the Corporation and business of the Corporation when collaborating with other professional organizations and policy groups. The Executive Director reports directly to the President and then to the Board of Directors.

Section 3. The President will conduct an annual evaluation of the Executive Director and will present findings for review by the Board.

Section 4. The Board will determine the rate of compensation and work schedule for the Executive Director.

ARTICLE X CONTRACTS AND FINANCIAL TRANSACTIONS

Section 1. Contracts: The President may authorize contracts in co-signature with the Executive Director and also approve expenditures and/or contracts up to an amount not to exceed \$500, in which case the expenditure will be approved by the Board of Directors. This procedure will be reviewed annually by the Board of Directors.

Section 2. Disbursements: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be authorized and/or signed in accordance with Article VIII, Sections 4 A and 4 E. This procedure will be reviewed annually by the Board of Directors.

Section 3. Deposits: All funds of the corporation shall be deposited by the Executive Director and/or Treasurer to the credit of the Corporation in such banks, trust companies, or other depositories as may be selected by the Board of Directors. The establishment or altering of a corporate account by the Executive Director and/or Treasurer must receive prior approval of the President, with immediate notification of the Board. This procedure will be reviewed

annually by the Board of Directors.

Section 4. Funds: The President may accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of the Corporation. Within five days, the Executive Director will notify the Board of Directors of receipt of said gifts or funds. This procedure will be reviewed annually by the Board of Directors.

ARTICLE XI BOOKS AND RECORDS

The Corporation shall keep books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having authority granted by the Board of Directors.

The books of the corporation will be reviewed by an outside accountant every two years at the election of a new Treasurer. The Board will bi-annually establish a procedure for the location and manner in which books and records will be kept.

ARTICLE XII FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30 of every year. The Board will establish a procedure for the annual opening and closing of financial and other records for the fiscal year.

ARTICLE XIII PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation of these bylaws.

ARTICLE XIV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the membership present at the annual business meeting if at least thirty days written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting. The board of directors may make typographical or grammatical changes.

ARTICLE XV OTHER PROVISIONS

Section 1. Gender: All use of the masculine case shall refer to the feminine and vice versa as the situation or context dictates.

Section 2. Seal: A Corporate seal shall not be required.

Revision approved by vote of the membership at the annual business meeting on March 14, 2014. Previously revised by the Board of Directors on December 16, 2010. Previously revised by the Board of Directors on December 18, 2009. Previously revised by the Board of Directors on June 18, 2009. Previously revised by the Board of Directors on August 6, 2004. Original bylaws accepted by the association members April 14, 1996, prior to incorporation.