



Changes to NAPAHE's By-Laws March 2026

Proposed Amendment 1: Revised Membership Classifications Article III – Membership

ORIGINAL (to be omitted)

Sections 1.a. and 1.b.

- a. Active Members. Active membership status in the Corporation shall be open to any person who holds an administrative position and works in the office of the chief executive officer in any institution or system of higher education that is considered in good standing with the Corporation. Only active members of the Corporation shall have the power to vote on such matters as the Board of Directors may from time to time submit to the members for vote. Institutions shall be considered in good standing with the organization if the yearly dues assessed by the Corporation have been paid.
- b. Associate Members. Associate membership status in the Corporation shall be open to any person who, at any time in the past, has held a position in the office of a chief executive officer of an institution of higher education or system of higher education, or who is currently the assistant to the chief executive officer of an educationally-related institution, or is the assistant to the chief academic officer of an institution of higher education or other senior leaders within the system of higher education, or who expresses interest in the profession of presidential assistant, provided that such persons have paid any applicable membership dues set by the Board of Directors. Associate members of the Corporation shall not have the power to vote and shall not be included in quorum counts.

PROPOSED FINAL (replacing the omitted text)

Sections 1.a. and 1.b.

- a. Professional Members. Professional membership status in the Corporation shall be open to any person who currently works in the office of or directly supports a senior leader in higher education. Professional members of the Corporation shall have the power to vote on such matters as the Board of Directors may from time to time submit to the members and shall be eligible to serve on one or more committees. Members shall be considered in good standing with the organization if the yearly dues assessed by the Corporation have been paid.
- b. Affiliate Members. Affiliate membership status in the Corporation shall be open to any person who is not currently employed in a role that directly supports a senior leader in higher education but who maintains a professional interest in the field and who wishes to engage with the community of the Corporation. Affiliate members of the Corporation shall be eligible to serve on one or more committees. They shall not have the power to vote on such matters as the Board of Directors may from time to time submit to the members, and shall not be included in quorum counts.

RATIONALE FOR PROPOSED CHANGES

This amendment updates Article III to realign the association's membership classifications with the current membership demographics. NAPAHE's Board of Directors completed a business analysis in Fall 2024, during which they conducted a member survey. The survey results indicated a strong need to revisit the "Active vs. Associate" membership classification tiers to something more inclusive, equitable, and reflective of the current membership body. Note that this amendment includes updates to Article III, Sections 2-8, as well as Article IV, Section 2, to align with the aforementioned proposed member classifications.



Proposed Amendment 2: Administration of Human Resources

Article V – Officers and Administrative Staff

ORIGINAL (to be omitted)

Section 11. Administrative Staff.

At its discretion, the Board of Directors may, by resolution, advertise for and employ such Administrative Staff members as the Board deems necessary to complete the day-to-day work of the Corporation that is not feasible for the Executive Committee to undertake. Specific job descriptions and appropriate compensation will be determined by the Board, dependent upon the nature of the administrative duties needed.

PROPOSED FINAL (replacing the omitted text)

Section 11. Executive Director. At its discretion, the Board of Directors may, by resolution, advertise for and employ an Executive Director to manage the day-to-day operations of the Corporation. The Board shall determine the Executive Director's job description, establish appropriate compensation and benefits, monitor and evaluate performance, and terminate employment if necessary, in alignment with any existing contract, memorandum of understanding, agreement, and applicable law.

Section 12. Administrative Staff. The Executive Director shall have the authority to advertise for and employ such administrative staff members as deemed necessary to carry out the day-to-day work of the Corporation. The Executive Director shall determine specific job descriptions, establish appropriate compensation within the budget approved by the Board of Directors, monitor and evaluate performance, and terminate employment if necessary, in alignment with any existing contract, memorandum of understanding, agreement, and applicable law.

Section 13. Oversight. The Board of Directors retains ultimate oversight of all staffing decisions and may review administrative staffing policies and practices at its discretion.

RATIONALE FOR PROPOSED CHANGES

This amendment updates Article V to make the distinction between the employment responsibilities of the Board of Directors versus those of the Executive Director, adding a provision that the Executive Director, not the Board of Directors, is responsible for employing and carrying out the necessary human resources functions for all administrative staff. It also adds Section 13 on "Oversight" for all staffing decisions. This change is to take into consideration NAPAHE's growing staff. Note that this amendment also includes the updating of the organizational numbering of subsequent Sections under Article V.



Proposed Amendment 3: Nominating Committee Procedures

Article VI – Committees

ORIGINAL (with in-line omissions)

Section 3. Nominating Committee

There shall be a Nominating Committee appointed by the Chair, with the advice and consent of the Board, to nominate individuals as candidates for the Board of Directors and Officer positions. An effort will be made to ensure that candidates for the Board broadly represent the organization's membership, including: ethnicity, gender, geographical regions, size, and types of institutions. The Committee shall also endeavor to achieve a Board that represents the diversity of location, institutional type, and personal background that characterizes higher education. ~~The Nominating Committee will seek input from the Executive Committee of the Board concerning suggestions for Officers for the following year, at least 120 days prior to the Annual Meeting. The committee will then consider potential candidates for available officer positions and will present a slate of officers and a rationale to the Board for their review and consideration 60 days prior to the Annual Meeting. The slate of Officers is then presented to the NAPAHE membership 45 days prior to the Annual Meeting (as per Article IV, Section 2) for their review.~~ Approval of Officers shall take place at the Annual Meeting.

PROPOSED FINAL

There shall be a Nominating Committee appointed by the Chair, with the advice and consent of the Board, to nominate individuals as candidates for the Board of Directors and Officer positions. An effort will be made to ensure that candidates for the Board broadly represent the organization's membership, including: ethnicity, gender, geographical regions, size, and types of institutions. The Committee shall also endeavor to achieve a Board that represents the diversity of location, institutional type, and personal background that characterizes higher education. ~~The Nominating Committee will seek input from the Executive Committee of the Board concerning suggestions for officer positions for the upcoming term. After gathering input, the committee will review and consider potential candidates for available officer positions. The committee will then prepare and present a proposed slate of officers, along with a rationale for their selection, to the Board for review and consideration. Following Board review, the slate of officers will be shared with the membership in accordance with the provisions outlined in Article IV, Section 2.~~ Approval of Officers shall take place at the Annual Meeting.

RATIONALE FOR PROPOSED CHANGES

This amendment updates Article VI. Section 3 to remove procedural details that shall be added to the Committee's policy/procedure documentation.



Proposed Amendment 4: Establishing a Finance Committee

Article VI – Committees

PROPOSED ADDITION

Section 9. Finance Committee. There shall be a Finance Committee appointed by the Chair, with the advice and consent of the Board, to oversee the Corporation's preparation of the annual budget, monitor performance of the association in meeting its budgeted revenues and expenses, review the Corporation's investment accounts, and ensure internal financial controls with clear separation of duties and adherence to nonprofit financial management best practices.

RATIONALE FOR PROPOSED CHANGES

This amendment formally establishes a Finance Committee to help oversee the Corporation's finances, in alignment with NAPAHE's 2025-2028 Strategic Plan goals. Note that this amendment also includes the updating of the organizational numbering of subsequent Sections under Article VI.



Proposed Amendment 5: Updating the Fiscal Year

Article VIII – Miscellaneous Provisions

ORIGINAL (with in-line omissions)

Section 1. Fiscal Year

The fiscal year of the Corporation shall ~~be the calendar year~~ or such other period as may be fixed by the Board of Directors.

PROPOSED FINAL

The fiscal year of the Corporation shall **begin on the first day of July and end on the last day of June**, or such other period as may be fixed by the Board of Directors.

RATIONALE FOR PROPOSED CHANGES

This amendment updates Article VIII. Section 1 to formally change NAPAHE's Fiscal Year in alignment with current business and accounting practices.



Non-Substantive Amendments

The following amendments correct the organizational structure, section numbering, grammar, syntax, and punctuation for these By-Laws. No substantive changes to the content or spirit of the By-Laws are proposed in these amendments.

Proposed Amendment 6: Member Types

Article III – Membership

PROPOSED CHANGES

- Updates the listed number of membership types from “two primary” to “the following” in the first sentence of Section 1.
-

Proposed Amendment 7: Honorary Board Members

Article III – Membership

PROPOSED CHANGES

- Removes the brackets around “three (3) year” in the sixth and seventh sentences of Section 1.d.
-

Proposed Amendment 8: Executive Committee

Article VI – Committees

PROPOSED CHANGES

- Adds a comma between “Secretary” and “the Treasurer” in the second sentence of Section 2.
-

Proposed Amendment 9: Communications Committee

Article VI – Committees

PROPOSED CHANGES

- Capitalizes “Committee” in the first sentence of Section 6.