

AMENDED AND RESTATED BYLAWS OF NATIONAL ASSOCIATION OF GOVERNMENT COMMUNICATORS

Adopted July 2024

Article I. Name, Mission, and Purpose.

Section 1. Name. The name of this organization is National Association of Government Communicators ("**NAGC**").

Section 2. Mission. National Association of Government Communicators is dedicated to advocating, promoting and recognizing excellence in government communication. NAGC is dedicated to providing opportunities for individual professional development and career advancement, enhancing effective communication with constituents, and advancing the profession of government communication.

Section 3. Purpose. The principal purpose of NAGC is to advance communication as an essential professional resource at every level of federal, state, county, local, tribal, and military entities. In pursuing its purpose, NAGC shall act to maintain its eligibility for federal income tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1986 as amended. To achieve this purpose, NAGC seeks to accomplish the following:

- Unite persons engaged in creating and disseminating government-related information.
- Establish and promote high standards of individual professionalism and public service.
- Develop—among government leaders and managers, business, professional, academic, and other groups—public awareness and understanding of the potentials, purposes, and functions of professional communicators in fulfilling the public's right and need to be informed about government activities at every level. Basic to this concept is support of the professional communicator as an integral part of the decision-making process at all levels of government.
- Establish, promote, and sponsor opportunities for exchanging ideas and experiences through public meetings, exhibitions, conferences, workshops, accreditation, certification, and formal courses of instruction.

- Improve communication within government and between the public and its government.
- Sponsor achievement awards to recognize excellence in government communication and professionalism among government communicators.
- Advance the role of government communicators as counselors and advisors to senior government leaders for all facets of government communication.
- Advance the role of government communicators as facilitators of the free exchange of ideas and information that is the foundation of our democratic society.

Article II. NAGC Code of Ethics.

Section 1. Code of Ethics. Members of NAGC are dedicated to the goals of better communication, understanding, and cooperation among all people. We believe that truth is sacred, that providing public information is an essential civil service, and that each citizen has a right to equal, full, understandable, and timely facts about the activities, policies and people of government entities. NAGC members' professional conduct must comport with the association's Code of Ethics as adopted and updated from time to time by NAGC's Board of Directors (the "**Code of Ethics**").

Section 2. Violations. Violation of the Code of Ethics by a Member shall be cause for the Board of Directors to suspend or rescind a Member's membership, in the discretion of the Board of Directors, as more fully described in Article III, Section 5.

Article III. Membership.

Section 1. Membership Categories.

The NAGC has nine categories of membership: 1) Active – Individual, 2) Active – Organization/Entity, 3) Affiliate – Individual, 4) Affiliate – Organization/Agency, 5) Military, 6) Student, 7) Retired, 8) Honorary, and 9) Business Partner, each such category with different membership rights according to its status.

1. **Active – Individual.** Individuals currently employed or contracted by a government agency, at any level of government and serving in a position whose principal duty is to create or disseminate information

or illustrative materials in any medium to communicate with the agency's internal or external publics, or a person who directs or manages these activities.

2. **Active – Organization/Agency.** Organizations or agencies whose employees fit the Active – Individual membership criteria above. Active – Organization/Agency Members may join at one of several tiers as established by the Board of Directors from time to time, with various tiers established based on the number of individual slots the organization or agency wishes to purchase. Organizations or agencies that join as an Active – Organization/Agency Member may replace the individuals holding the membership slots allotted to each such organization or agency by notifying the President and President-Elect of NAGC in writing. Such individuals shall be considered replaced upon acknowledgement by NAGC.
3. **Affiliate – Individual.** Individuals whose jobs are the result of government outsourcing/contracting and who are engaged in communication or public relations functions.
4. **Affiliate – Organization/Agency.** Organizations or agencies whose employees fit the Affiliate – Individual membership criteria above. Affiliate – Organization/Agency Members may join at one of several tiers as established by the Board of Directors from time to time, with various tiers established based on the number of individual slots the organization or agency wishes to purchase. Organizations or agencies that join as an Affiliate – Organization/Agency Member may replace the individuals holding the membership slots allotted to each such organization or agency by notifying the President and President-Elect of NAGC in writing. Such individuals shall be considered replaced upon acknowledgement by NAGC.
5. **Military.** Any communications professional currently serving in any branch of the American Armed Forces.
6. **Student.** Anyone enrolled in a formal course of instruction at a high school, college, university, community college, or other post-secondary institution. To distinguish between students and working professionals doing postgraduate work, only persons considered as full-time or part-time by their academic institutions qualify to become a Student Member.

7. **Retired.** Any individual retired communication professional who is no longer employed or contracted by a government entity.
8. **Honorary.** Any individual who, by majority vote of the Board of Directors, is determined to have made a significant contribution toward advancing the objectives of the NAGC. Honorary Members may be nominated by any members of NAGC's Board of Directors or Members of NAGC. The Board may, from time to time, set qualifications applicable to individuals that may be nominated to become an Honorary Member. Upon receiving a nomination to admit an individual as an Honorary Member, the Board of Directors will vote on whether to admit the individual as an Honorary Member. Honorary Members shall not be subject to the otherwise standard process of approval by application as set forth in these Bylaws.
9. **Business Partner.** Private organizations seeking to connect with communications professionals in the government sector in order to promote a product or service. Business Partner Members receive limited membership benefits.

Section 2. Method of Application to Membership.

All applicants for membership, other than Honorary Members (who are nominated as provided in Article III, Section 1, Paragraph 8 above), shall complete and submit the application specified and provided by NAGC. The Board of Directors may approve or modify the required application forms and process from time to time. Applicants shall be admitted to membership, provided the applicant meets all eligibility requirements, upon completion of administrative processing of the required membership application, payment of required dues as designated by the Board of Directors, unless such admission is objected to by the Board of Directors within 30 days of the processing of such applicant's membership application.

Section 3. Rights and Privileges of Membership.

The following Member categories shall have the right to vote on matters requiring a vote of the Members:

- Active – Individual
- Active – Organization/Agency
- Affiliate – Individual
- Affiliate – Organization/Agency

- Military

The following Member categories shall be eligible to hold officer or director positions:

- Active – Individual
- Individuals designated by an Active – Organization/Agency
- Affiliate – Individual
- Individuals designated by an Affiliate – Organization/Agency
- Military

Other privileges and obligations of membership are extended to all categories of members unless otherwise specified in these Bylaws.

Section 4. Dues.

The Board of Directors establishes levels for annual membership dues, which will cover a period of one year from the month the Member joins. Dues will be required to be paid in advance by the 1st day of the member's anniversary month.

Section 5. Termination of Membership.

1. **Voluntary Termination:** Any Member may voluntarily terminate its membership in NAGC effective at the end of its then-current membership year by providing the President and President-Elect with notice of its intent to terminate its membership at least 90 days prior to the end of the then-current membership year.
2. **Nonpayment of Dues:** Members whose dues are unpaid for 60 days after the date such dues are due will forfeit their NAGC membership and access to member benefits without notice to such Member.
3. **Failure to Meet Eligibility Requirements:** Any Member's membership shall automatically terminate if the Member ceases to meet the eligibility requirements for the applicable membership category as described in Article III, Section 1 above.
4. **Violation of Code of Ethics:** The NAGC Board of Directors may, by a majority vote, terminate a Member's membership if the Board of Directors determines that such Member has violated the Code of Ethics. A Member shall be given the opportunity to be heard by the Board of Directors prior to termination of its membership for a violation of the Code of Ethics.

5. **Continuing Obligations:** Termination of a Member's membership for any reason shall not relieve such Member of its obligation to pay amounts owing to NAGC through the effective date of termination.

Article IV. Member Meetings.

Section 1. Regular/Annual Meetings.

Regular meetings of the Members of NAGC may be held at the discretion of the Board of Directors on an annual or a more or less frequent basis on such dates and at such times and places as may be designated by the Board of Directors in the notices of meeting. NAGC shall strive to hold a meeting annually near the time of the annual Communications School event held by NAGC (or any successor event, however named), but NAGC's failure to do so shall not adversely impact NAGC.

The purpose of the annual meetings is to report on the NAGC's activities during the year to the Members and transact other business, including the election of the members of the Board of Directors which are elected by the Members.

Section 2. Special Meetings.

Special meetings of the Members may be held upon call of the Board of Directors or by petition of at least 5% of the Members in good standing ("**good standing**" meaning that a Member meets all eligibility requirements set forth in Article III, Section 1 above and being current with payment of all membership dues as of the "**record date**" as stated in the notice of meeting). A special meeting may be called for any purpose that is appropriate for action by the Members, provided the notice provided to Members of a special meeting must specify the purpose(s) for which the meeting is called.

Section 3. Place of Meeting.

The Board of Directors or the President may designate any place, within or outside the State of Minnesota, where NAGC is headquartered, and may, in its sole discretion, determine that a virtual meeting of the Members by means of remote communication shall be held instead of a physical meeting of the Members as the place of meeting for regular meetings or for any special meeting. If no designation is made, the place of meeting shall be NAGC's principal office, but any meeting may be adjourned to reconvene at any place, including by remote communication, as designated by vote of a majority of the Members in attendance.

Section 4. Notice of Meeting.

Notice of all meetings of the Members stating the date, time and place thereof, and any other information required by law, as required by these Bylaws, or desired by the persons calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each Member of record entitled to vote at such meeting not less than 30 days for a regular/annual meeting at not less than 15 days for a special meeting, and no more than 60 days prior to the date of such meeting. Notices of meeting shall be given to each Member entitled thereto by oral communication, virtual communication (email) at such e-mail address specified by a Member, by mailing a copy thereof by U.S. Mail or by depositing with a nationally recognized overnight delivery service to such Member at an address designated by such Member or to the last known address of such Member, by handing a copy thereof to such Member, or by any other delivery that conforms to law and may be approved by the Board of Directors. Notice by mail shall be deemed given when deposited in the United States mail with sufficient postage affixed. Notice by overnight delivery is deemed given when deposited for delivery and paid for by sender. Notice shall be deemed received when it is given.

Section 5. Waiver of Notice.

Any Member may waive notice of any meeting of Members. Waiver of notice shall be effective whether given before, at or after the meeting and whether given orally, in writing or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting.

Section 6. Quorum.

A majority of the Members in good standing entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at any Member meeting. If a person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened, that Member shall not be included for purposes of determining whether a quorum is present. Once a Member in good standing with voting rights is represented for any purpose at a meeting, other than for the purpose of objecting as provided above, that Member is deemed present for quorum purposes for the remainder of the meeting and any adjournment thereof, unless a new notice is or must be given, or a new record date is or must be set, for the adjourned meeting. The Members in good standing present at a

duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members in good standing to leave less than a quorum.

Section 7. Voting.

At each meeting of the Members, every Member in good standing having the right to vote shall be entitled to vote in person, by proxy duly appointed by an instrument in writing subscribed by such Member or by means of remote or electronic communication. All questions shall be decided by a majority vote of the number of Members in good standing entitled to vote and represented at any meeting at which there is a quorum except as otherwise set forth in these Bylaws or as required by statute or the Articles of Incorporation.

Section 8. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by the Members in good standing with voting power equal to the voting power that would be required to take the same action at a meeting of the Members at which all Members in good standing were present. Such written action shall be effective when signed by the required number of Members in good standing or at such different effective time as is provided in the written action.

Section 9. Meeting and/or Voting By Means of Electronic Communications.

Members may participate in a meeting by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Votes of matters before the Members may be conducted by electronic ballot according to such procedures as set forth by the Board of Directors, regardless of whether a meeting is held in person or electronically.

Article V. Board of Directors.

Section 1. Management.

The affairs of NAGC shall be managed under the direction of a Board of Directors.

Section 2. Number, Qualifications, Composition of the Board of Directors.

The Board of Directors of NAGC shall be comprised of the officers (described herein below in Article V) plus such other directors as may be designated by the Members or as otherwise set forth in these Bylaws. The Members may modify the composition of the Board of Directors by a majority vote of the Members in good standing entitled to vote. Under no circumstances shall the Board of Directors be comprised of fewer than 3 individuals, each of whom shall at all times be a Member in good standing of NAGC (whether such membership is an individual membership or through an organization/agency).

No individual shall be eligible to serve as an officer or member of the Board of Directors unless such individual is a Member in good standing of NAGC, either individually or through an organization/agency membership.

Section 3. Officers Comprising the Board of Directors.

1. **President.** The President is the chief executive officer and presides at all meetings of the NAGC Members and the Board of Directors. The President reports on the status of NAGC's affairs at its regular meetings and is an ex-officio member of all committees unless otherwise specified in the resolutions of the Board of Directors establishing a committee.

No individual shall be qualified to serve as President unless such individual is a Member in good standing of NAGC. If at any time the individual serving as President shall cease to meet all qualification requirements of a Member or cease to be a Member in good standing, such individual shall automatically be removed from his, her, or their position as President, and the Board of Directors shall nominate and elect a replacement President as provided in these Bylaws.

2. **President-Elect.** The President-Elect serves as the President's deputy and performs all duties of the President in the President's absence. He or she succeeds the President when the President's term expires. The President-Elect assumes other activities assigned by the President or Board of Directors. Once appointed as President-Elect, the President-Elect is not subject to a vote of the Board for election or appointment to the office of President when his or her term as President-Elect is scheduled to expire, and will rather automatically transition to the office of President. No individual shall be qualified to be elected or appointed and serve as President-Elect unless such individual is a Member in good standing of NAGC. If at any time

the individual serving as President-Elect shall cease to meet all qualification requirements of a Member or cease to be a Member in good standing, such individual shall automatically be removed from his, her, or their position as President-Elect, and the Board of Directors shall appoint a replacement President-Elect as provided in these Bylaws. Additionally, only individuals who have served as a member of the Board of Directors in one or more other positions during the 4 years preceding the applicable election shall be eligible to be elected as President-Elect.

3. **Treasurer.** The Treasurer shall be the chief financial officer of NAGC and shall monitor the funds and financial records of NAGC in accordance with the NAGC's policies and procedures as may be updated from time to time. The Treasurer shall reports to the Board of Directors from time to time on NAGC's fiscal status. The Treasurer shall prepare a proposed annual budget for the Board of Directors to review and approval or modification.
4. **Competitions Director.** The Competitions Director manages the Blue Pencil & Gold Screen annual awards program (or any successor program), and is responsible for such other activities as may be designated by the Board of Directors.
5. **Education Director.** The Education Director plans and coordinates the NAGC's annual Communications School (NAGC's Communications School is an annual conference organized by NAGC to further its mission, and any references in these Bylaws to the Communications School event shall include any successor event, however named), and is responsible for such other activities as may be designated by the Board of Directors.
6. **Digital Engagement Director.** The Digital Engagement Director is responsible for supporting and distributing the communications strategy set forth by the Marketing & Communications Director (as agreed upon by the NAGC Board) to the public via NAGC virtual platforms, including but not limited to, the NAGC website, social platforms, and monthly news digest, and is responsible for such other activities as may be designated by the Board of Directors
7. **Membership Director.** The Membership Director manages and establishes programs that enhance member recruitment, retention, and involvement in NAGC, and is responsible for such other activities as may be designated by the Board of Directors.

8. **Professional Development Director.** The Professional Development Director oversees the development and maintenance of NAGC's professional development offerings, and is responsible for such other activities as may be designated by the Board of Directors.
9. **Marketing and Communications Director.** The Marketing & Communications Director oversees the promotion of the mission and vision, and programs of NAGC to membership and the public, ensures the NAGC brand standards are maintained and upheld in both internal and external media, and is responsible for such other activities as may be designated by the Board of Directors.
10. **Volunteer Director.** The Volunteer Director creates and manages programs and systems to recruit, train, support, and appreciate members as volunteers across all NAGC programs, and is responsible for such other activities as may be designated by the Board of Directors.
11. **Strategic Partnerships Director.** The Strategic Partnerships Director develops a strategy for identifying, engaging, securing, and maintaining partnerships with sponsors, vendors, and in-kind organizations, and is responsible for such other activities as may be designated by the Board of Directors.
12. **Immediate Past President.** The Immediate Past President serves as an ex-officio member of the Board of Directors without voting rights. The Immediate Past President chairs the Communicator of the Year competition and may take on such other obligations as designated by the Board of Directors.

Section 4. Election and Term of Directors.

1. **Election.** All directors other than those directors serving as President, President-Elect, and Treasurer shall be elected through a vote of the Members by a process designated by the Board of Directors, provided that such process requires the vote of at least a majority of a quorum of the Members in good standing entitled to vote present at a meeting of the Members. The board member serving as President-Elect shall automatically transition to the role of President upon his/her/their term as President-Elect as provide in Article IV, Section 3. The board members serving as President-Elect

and Treasurer shall be appointed by a vote of the majority of the Board of Directors (excluding the vote of any individual currently serving on the Board of Directors running for such position).

2. **Qualification.** Qualified Members wishing to serve in a director position may notify the Board President or President-Elect of his, her, or their wish to be considered for a director position specified in Article V, Section 3 above. The then-serving Board of Directors shall review all such potential candidates to ensure each such individual meets the qualification requirements to serve as a director generally and such individual's qualification to serve in the specific Board of Directors position for which the individual wishes to be considered. The Board of Directors may also, from time to time, establish additional criteria for individuals to serve as directors provided such additional criteria are notified to the Members. All individuals meeting the eligibility requirements shall be included as candidates for director elections.
3. **Term.** Elected directors shall serve staggered terms of approximately two years starting at the time designated as the beginning of a director's term at the time each director is elected, and concluding upon the election, qualification, and beginning of the term of a successor director. The Board shall strive to schedule and conduct its election of directors near the time of NAGC's annual meeting of the Members as. No person is eligible to hold more than one officer position simultaneously, nor serve more than two consecutive terms in the same office. A director who has served his, her, or their maximum number of consecutive terms is eligible for election to additional consecutive terms after being off the Board for a minimum of 1 year.
4. **Election Schedule.** The director positions shall serve staggered terms according to the schedule set forth below, with those designated as "even" being elected/appointed in even years (i.e., 2024, 2026, etc.) and those designated as "odd" being elected in odd years (i.e., 2025, 2027, etc.).
 - Director positions elected/appointed in even years:
 - President-Elect
 - Membership Director
 - Digital Engagement Director
 - Volunteer Director
 - Director positions elected in odd years:

- Treasurer
- Competitions Director
- Education Director
- Professional Development Director
- Marketing and Communications Director
- Strategic Partnerships Director

Any vacancy in a director position during the term of such director's service as a director shall be filled in the manner set forth in Article V, Section 6 of these Bylaws.

Section 5. Resignation or Removal of Directors.

1. **Resignation.** A director may resign at any time by giving written notice to the President. The resignation is effective without acceptance when the notice is given, unless a later effective time is specified in the notice.
2. **Removal.** A director may be removed from office, with or without cause, by a majority of all of the directors; provided that not fewer than 5 days' and not more than 30 days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.
3. **Disqualification.** Any director that ceases to meet all eligibility requirements to serve as a director during its term as director shall be deemed to have resigned effective as of the date of such disqualification, unless the other members of the Board of Directors approves such director's continued service as a director within 30 days of the director's disqualification.

Section 6. Vacancies.

Vacancies in positions on the Board of Directors occurring during the term of the applicable director may be filled for the remainder of the term applicable to such position by the members of the Board of Directors. If the Board does not fill a vacant position, it may, instead, delegate the obligations of the vacant officer/board position (its duties as an officer, no voting rights of the vacant position on the Board shall be delegated) to another officer.

Section 7. Board of Directors Meetings; Notification of Regular Meetings.

The Board of Directors shall have regular meetings at such places and times as it

shall establish. The Board of Directors will strive to schedule a meeting of the Board of Directors within 30 days following the election of new directors by the Members for the purpose of transacting the regular business of NAGC and review and establish the annual budget for NAGC for the upcoming year. The Board shall also strive to hold a meeting of the Board of Directors near the time that NAGC's annual Communications School event is held (or any successor event, however named).

The Board of Directors may meet as frequently as it deems necessary to conduct NAGC business.

The President shall set the date for regular meetings of the Board of Directors and shall give notice to the Members of the time, date, and place of such regular meeting at least 5 days prior to the date of such meeting. Regular meetings of the Board of Directors may be held at any place as designated the President, whether in or out of the state of Minnesota.

Section 8. Special Meetings; Notification of Special Meeting.

Special meetings of the Board of Directors may be called at any time by the President or at the written request of any 3 or more members of the Board of Directors. Only that business specified in the notice may be transacted at a special meeting. The President shall set the date for the special meeting within 3 working days of making or receiving such a request and shall give not fewer than 5 nor more than 30 days' written notice of the time, place and purpose of such special meeting. Special meetings of the Board of Directors may be held at any place as designated the President, whether in or out of the state of Minnesota.

Section 9. Electronic Communication.

Any Board of Directors meeting or meeting of a committee of the Board of Directors may be held via any form of electronic communication, including via any online meeting platform, whereby all directors may communicate with each other simultaneously. Notice and quorum requirements are the same for a meeting held via electronic communication. Participation in a meeting held by electronic communication constitutes personal presence at the meeting. Votes of matters before the Board of Directors may be conducted by electronic ballot.

Section 10. When Notice is Given.

Whenever notice is required to be given to any director or committee member, notice is given:

1. when mailed to the person at an address designated by the person or at the last known address of the person;
2. when communicated to the person orally;
3. when handed to the person;
4. when posted on an online meeting platform the Board has agreed to use to facilitate official notices and meeting information from the corporation;
5. when sent by electronic mail, or other electronic means, to an electronic mail address, or other electronic designation at which the person has consented to receive official notices from the corporation;
6. when the method is fair and reasonable when all the circumstances are considered; or
7. when notice is deposited in the United States mail with sufficient postage.

Notice is considered received when it is given.

Section 11. Waiver of Notice.

Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the President, who shall enter it upon the minutes or other records of that meeting. Appearance at a Board of Directors meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 12. Quorum.

A quorum for all meetings of the Board of Directors consists of a majority of the members of the Board of Directors holding office.

Section 13. Number Required for Action of the Board of Directors.

Each director shall have the right to vote with respect to matters brought before the Board of Directors. Except where otherwise required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting, participating in a meeting via electronic communication, or voting via written action shall be sufficient for any action. Voting by proxy is not allowed.

Section 14. Written Action; Action Via E-Mail Communication. Any action

required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication by the number of directors required to take the same action at a meeting at which all directors were present. The written action is effective when signed or consented to by the required number of directors unless a different effective date is provided in the written action. When written action is taken by fewer than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

The Board of Directors may conduct business, including the passage of motions, via email, provided a full record of the exchanges is created and included as an addendum to the appropriate meeting minutes or written action.

Section 15. Compensation and Benefits.

No elected officer or director of NAGC is entitled to a salary or other compensation for services rendered. Additionally, no elected officer is permitted to benefit financially from working for NAGC during his, her, or their tenure.

The Board of Directors may authorize budgets for an elected or appointed official for expenses incurred in connection with the performance of assigned duties on behalf of NAGC.

Article VI. Association Management.

Section 1. Official Contract Representative/Executive Director.

Contractual arrangements may be made with professional management and promotion firms to act or serve on behalf of NAGC. Such a firm is referred to herein as the “**Official Contract Representative.**”

The Official Contract Representative must be approved by the Board of Directors and serves under a contract that is legal and binding under law.

The Board of Directors may contract for any and all such administrative and management functions and tasks that further the purposes and objectives of NAGC but that do not replace the powers of the Board of Directors as delineated by these bylaws. The Official Contract Representative shall designate one professional employee to serve as the Executive Director of NAGC. The Executive Director serves as NAGC’s Secretary and an ex-officio member of the Board without voting rights.

- **Operations:** The Executive Committee oversees the Official Contract Representative operations and, from time to time, receives reports on the administration of NAGC.
- **Obligation:** The Official Contract Representative must be bonded if the person performs any fiduciary or financial functions on behalf of NAGC.
- **Meeting Attendance:** The Official Contract Representative is required to attend the Member and Board of Directors meetings and present reports of activities carried out on behalf of NAGC.

Section 2. Authority. The Official Contract Representative shall have the authority to execute contracts in furtherance of NAGC's purpose and mission provided such contracts are in alignment with the most recent budget of NAGC approved by the Board of Directors. The Official Contract Representative shall also have authority to sign contracts outside of such budget, upon approval by the Board of Directors, or take other actions as specifically authorized by the Board of Directors.

Section 3. Bonding.

At the direction of the Board of Directors, any officer or employee of NAGC must furnish, at the expense of NAGC, a fidelity bond in a sum prescribed by the Board of Directors.

Section 4. Auditing.

Where the Official Contract Representative serves NAGC, the Board of Directors will arrange for an outside person or firm to conduct an audit or financial review at least once every two years or as agreed to between NAGC and the Official Contract Representative. The results of the audit or financial review are presented as part of the Treasurer's report during the annual meeting.

Article VII. Committees.

Section 1. Committees.

Standing committees and/or ad hoc committees or task forces may be formed for functions deemed appropriate by the Board of Directors. Meetings of a committee may be called, from time to time, upon request of the

President, the chair of the committee or any 2 committee members. Notice requirements shall be the same as for meetings of the Board of Directors.

Section 2. Powers.

A committee of the Board of Directors shall have the authority provided to it by the Board of Directors. No committee shall have the power or authority to fill vacancies of directors, adopt, amend or repeal the Articles or Bylaws of this corporation, amend or repeal any resolution of the Board, or act on matters committed by the Bylaws or by resolution of the Board of Directors to another committee of the Board of Directors. No committee shall have the power to sign contracts on behalf of NAGC. No committee shall have the power to approve expenditures outside of the annual budget approved by the Board, unless prior written approval is provided by the Board.

Section 3. Appointment.

Members of committees and/or task forces shall be appointed as designated by the Board of Directors upon creation of a committee. If no method is specified by the Board resolution establishing a committee, members of a committee shall be appointed by a vote of the Board of Directors. Members of a committee need not be directors, but must be Members of NAGC. Members of committees shall hold such office for a term of 1 year from their appointment or until their successors are appointed or the committee is dissolved, whichever occurs first.

Section 4. Executive Committee.

The NAGC Executive Committee comprises the President, President-Elect, Treasurer, Immediate Past-President, and Executive Director/Secretary. The Immediate Past President and Executive Director/Secretary serve as ex-officio officers without voting rights. The Executive Committee may act on behalf of the Board of Directors between Regular and/or Special Meetings or otherwise at the direction of the full Board of Directors.

Article VIII. Indemnification.

NAGC shall indemnify and provide advances to directors, officers and employees to the fullest extent permitted by, and in the manner described in the Minnesota Nonprofit Corporation Act.

Article IX. Amendments.

Amendments or changes to these bylaws may be proposed by a majority vote of Board of Directors or by written petition of 5% of the Members in good standing with voting rights. Any such amendment proposed by the Board of Directors or 5% of the Members shall be presented to the Members for approval at a meeting of the Members or by written action of the Members. Notice of the proposed change shall be given to all such Members in good standing with voting rights at least 30 days prior to a meeting of the Members at which the amendment will be voted on or at least 30 days before such Members shall be expected to approve via written action. Ratification and approval of an amendment to these Bylaws requires 3/5 approval of the Members in good standing entitled to vote. The vote may be conducted by written or electronic ballot, or other method set forth in these Bylaws or approved by the Board.

The membership approved and adopted these bylaws and subsequently amended them in 1984, 1990, 1993, 1996, 1997, 2005, 2008, 2012, 2015, 2016, 2022, and 2024.