

NAEP Proposed Bylaws Restatement – Explanation and Analysis

The Board of Directors of NAEP have commissioned the accompanying proposed restatement of the organization’s Bylaws and is submitting it for your review and comment. The current Bylaws were last amended and restated in 2008; they are out of date in several respects and are incomplete relative to at least one or two key requirements. Director Burr Millsap served as scribe, working in close collaboration with Directors Rosey Murton, Elizabeth Moss, Kevin Carr, and Travis Ball. It has been reviewed by NAEP’s legal counsel to ensure it conforms to the laws of New York, the state in which NAEP was organized. It has been formally accepted by NAEP’s Board of Directors. Because of the extensiveness of the proposed restatement, the development of a red-line version was practically impossible and entirely un-useful. The following analysis addresses the key areas restatement (along with those areas for which change was not needed).

	Current	Proposed / Restated	Explanation
Article I	Name and Origin	Name and Origin	No substantive change.
Article II	Purposes	Purposes	No substantive change.
Article III	Membership - Classes, Qualifications, and Admission	Membership – Classes / Voting Rights	The proposed restatement supersedes the current membership classes and creates substantially similar membership classes per the National Association of College and University Business Officers (NACUBO). Voting rights remain substantially unchanged. The unique membership class of Heritage Partner, available only to E&I Cooperative, is memorialized in the Bylaws to honor the historic relationship.
		Admission	The proposed restatement, relative to current, merely reformats “Admission” as a subsection. Other than that, there is no substantive change as against the current bylaws.
	Meetings		The proposed restatement addresses “Meetings” in Article IV.
	Dues	Dues	No substantive change.
	Termination	Termination	No substantive change.

	Current	Proposed / Restated	Explanation
Article IV	Officers		The propose restatement addresses the Officers of the Board of Directors in Article V.
		Meetings of Members	The discussion of the meetings of members is reorganized under a new Article IV. Other than that, there is no substantive change as against the current bylaws.
Article V	Board of Directors	Board of Directors	<p>The proposed restatement contains several changes relative to the current bylaws. The current practice of the annual ascension of offices is replaced by an annual election among the Directors for the offices of Chair, Vice Chair, and Treasurer. It is presumed that the office of Treasurer will be occupied by the same Director for that Director's term. The purpose is to allow for stronger consistency in leadership, unaffected by a mechanical rotation. The office of Secretary is reserved for the Executive Director, a full-time staff member. The Secretary has no voting power. The current titles of President and Vice President are replaced by Chair and Vice-Chair.</p> <p>The proposed restatement provides for several safeguards to strengthen Director independence, integrity, and duty of care.</p> <p>Verbiage added to limit the number of board directors representing an individual district.</p> <p>Verbiage to clarify the number of nominees for district directors.</p>
Article VI	Chief Executive Officer	Executive Director	The proposed restatement does not substantially change this Article, other than the position's title.
Article VII	Committees	Committees	No substantive change.
Article VIII	Registered Office and Agent		The proposed restatement relocates the provisions of this current bylaws Article to Article X.
		Conflict of Interest and Compensation	The propose restatement introduces a completely new set of bylaws that are required under New York law, since NAEP's certificate of incorporation is filed with the State of New York.
Article IX	Finances		The proposed restatement relocates the provisions of this current bylaws Article to Article XII.

	Current	Proposed / Restated	Explanation
		Indemnification	The propose restatement introduces a completely new set of bylaws in accordance with the best practices pertaining to bylaws for not-for-profit entities.
Article X	Regional Groups		The proposed restatement relocates the provisions of this current bylaws Article to Article XIII.
		Registered Office and Agent	The discussion of Registered Office and Agent is reorganized under a new Article X. Other than that, there is no substantive change as against the current bylaws.
Article XI	Amendment		The proposed restatement relocates the provisions of this current bylaws Article to Article XIV.
		Books and Records	The propose restatement introduces a completely new set of bylaws in accordance with the best practices pertaining to bylaws for not-for-profit entities.
Article XII		Finances	The discussion of Finances is reorganized under a new Article XII. Other than that, there is no substantive change as against the current bylaws.
Article XIII		Regional Groups	The discussion of Regional Groups is reorganized under a new Article XIII. Other than that, there is no substantive change as against the current bylaws.
Article XIV		Alteration, Amendment, or Restatement	The discussion of Amendment is reorganized under a new Article XIV. Other than that, there is no substantive change as against the current bylaws.